

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
1-800-222-0171 FAX

800-142-8086



A95000000543

RECEIVED
APR -5 1995
CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 572505 4134B

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : April 5, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 572505

CUSTOMER NO: 4134B

000001447950

CUSTOMER: Mr. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: N.Y. STATE APARTMENT BUILDERS
II, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR -5 PM 1:28

4/5/95

CERTIFICATE OF LIMITED PARTNERSHIP

OF

N.Y. STATE APARTMENT BUILDERS II, LTD.

FILED
SECRETARY OF STATE
95 APR -5 PM 1:28

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of N.Y. STATE APARTMENT BUILDERS II, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be N.Y. STATE APARTMENT BUILDERS II, LTD.
2. The address of the office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name and business address of the general partner is:
CED CAPITAL HOLDINGS VI, LTD., a Florida limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751
4. The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

This Certificate has been executed by the undersigned this April day of April, 1995.

GENERAL PARTNER:

CED CAPITAL HOLDINGS VI, LTD., a
Florida limited partnership

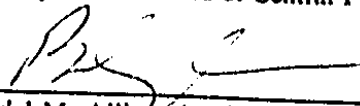
By: CED Construction, Inc., as its
Managing General Partner

By: Alan H. Ginsburg
Alan H. Ginsburg, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for N.Y. STATE APARTMENT BUILDERS II, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with its statutory obligations as such.

B&C Corporate Services of Central Florida,
Inc.

By: 
Randal M. Alligood, Vice President

Dated this 3rd day of April, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -5 PM 1:28

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
COMMERCIAL
SS HR-5 PM 1:28

The undersigned being the sole general partner of N.Y. STATE APARTMENT BUILDERS II, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of N.Y. STATE APARTMENT BUILDERS II, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

General Partner:

CED CAPITAL HOLDINGS VI, LTD., a
Florida limited partnership

By: CED Construction, Inc., as
its Managing General Partner

By: [Signature]
Alan H. Ginsburg, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of April, 1995, by Alan H. Ginsburg, as President of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd., General Partner, and who is personally known to me.

[Signature]
Notary Public
My Commission Expires:
Print, type or stamp name of notary

CORP02141\0046\HBF03.301
950330 - 11:05am

3

PATRICIA GEOGHEGAN
My Comm Exp. 11/22/98
Bonded By Service Ins
No. CC422627
If Personally Known 119th L.D.

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Cynthia M. Nathan
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 DEC 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(DO NOT WRITE IN THIS SPACE)

1. Name of Limited Partnership
1a. DOCUMENT #
A95000000543

N.Y. STATE APARTMENT BUILDERS II, LTD.

Mailing Address
**2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751**

Principal Office Address
**2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751**

2. New Mailing Address, if Applicable

State, Apt. #, etc. **500001-888825**
-12/18/95--01027--003
City, State & Zip *****191.25 ***191.25**

2a. New Principal Office Address, if Applicable

State, Apt. #, etc.

City, State & Zip

3. Date formed or registered in the business in
FLORIDA **04/05/1995**

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$50.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number
59-3307082

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

**\$0.75 Additional Fee (required
for a Certificate of Status)**

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$578.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

**B&C CORPORATE SERVICES OF CENTRAL FLA, INC
2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

Zip Code
FL

10a. Pursuant to the provisions of sections 620, 1051 and 620, 192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620, 192, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

GED CAPITAL HOLDINGS VI, LTD

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

2200 LUCIEN WAY, SUIT

11b. City, State & Zip Code

MAITLAND FL 32751

11c. Registry/
Document Number

A94000001874

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

By: **GED Capital Holdings VI, Ltd., General Partner**
GED Construction, Inc., its Managing General Partner
SIGNATURE By: **Alan H. Ginsburg, President**
DATE **OCT 18 1995**

Telephone Number **(407) 660-1110**

Typed or Pasted Name of General Partner Signing Form