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TALLAHASSEE, FL 32301  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCOUNT NO. : 0721000000032

REFERENCE : 572505 4134B

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR -5 PM 4:29

ORDER DATE : April 5, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 572505

800001447948

CUSTOMER NO: 4134B

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  
III, 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: *DP*

*4/5/95*  
*DP*

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**N.Y. STATE APARTMENT BUILDERS III, LTD.**

RECEIVED  
SECRETARY OF STATE  
65 APR -5 PM 1:29

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of N.Y. STATE APARTMENT BUILDERS III, 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 III, 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:  

894 000001674

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 3rd 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 III, 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:   
Randaf M. Allgood, Vice President

Dated this 3<sup>rd</sup> day of April, 1995.

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SECRETARY OF CORPORATIONS  
95 APR -5 PM 1:29

UNITED STATES

DEPARTMENT OF JUSTICE

CRIMINAL DIVISION

JOHN EDGAR HOOVER

Special Agent in Charge

Washington, D.C.

October 18, 1995

THE FOLLOWING IS A SUMMARY OF THE INFORMATION RECEIVED FROM THE SOURCE ON OCTOBER 18, 1995:

1. SOURCE ADVISED THAT...

SIGNATURE

By: CED Capital Holdings VI, Ltd., General Partner  
By: CED Construction, Inc., its Managing General Partner

Alan H. Ginsburg, President

(DATE)

OCT 18 1995

Telephone Number (407) 660-1110

Type in Printed Name of Capital Partner Signing Form

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