

CAPITAL CONNECTION, INC.

417 E. Virginia St. Ste. 101, Raleigh, NC 27601
 Mailing Address: P.O. Box 10149, Raleigh, NC 27602
 TEL: (919) 221-7222 FAX: (919) 221-7222

A9500000555

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

4/6/95
 G. TAX FILING 52.50
 R. AGENT FEE 35.00
 COPY CV's 8.75
 TOTAL 96.25
 BANK BALANCE DUE _____
 CHIND _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
✓ Corp. Record Search		
✓ Ltd. Partnership File		
Foreign Corp. File		
✓ (-) Cert. Copy(s)		
Art. of Amend. File		
✓ Dissolution/Withdrawal		
C U S - <u>9.5</u>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FILED STATE
 SECRETARY OF STATE
 95 APR -6 PM 1:30

300001452038
 -04/10/95-01038-025
 *****96.25 *****96.25

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY **AAK**

WALK-IN Will Pick Up **4-6-1200**

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
THANK YOU
 from
 Your Capital Connection

STATE OF FLORIDA)
)
COUNTY OF ALACHUA)

CERTIFICATE OF
LIMITED PARTNERSHIP AGREEMENT
for

MYSTIC POINTE II LTD.

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, and being severally duly sworn, certify as follows:

1. The name of the limited partnership is:
MYSTIC POINTE II LTD.
2. The purpose of the limited partnership is the development of:
AN APARTMENT COMPLEX
3. The principal place of business and the mailing address of the limited partnership is located at:
5700 SW 34TH STREET, SUITE 1307, GAINESVILLE, FL 32608
4. The name and place of residence of each General Partner interested in the limited partnership is as follows:
RONNIE C. DAVIS
5006 SW 202ND STREET
NEWBERRY, FL 32669
NORITA V. DAVIS
5006 SW 202ND STREET
NEWBERRY, FL 32669
The name and place of residence of each Limited Partner interested in the limited partnership is as follows:
RONNIE C. DAVIS
5006 SW 202ND STREET
NEWBERRY, FL 32669
5. The name and address of the registered agent of this limited partnership is as follows:
NORITA V. DAVIS
20721 SW 46TH AVENUE
NEWBERRY, FL 32669

FILED
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS
25 APR -5 PM 1:40

6. The term for which the partnership is to exist is from the commencement date of the Agreement and shall continue in force until December 31, 2046 unless sooner terminated as provided in the Limited Partnership Agreement or by operation of law, at the discretion of the General Partner(s); or by the decision of any limited partner.
7. The amount of cash contributed by the Limited Partner is one hundred dollars (\$100.00).
8. No further contributions have been agreed to be made by the Limited Partner.
9. There has been no time agreed upon when the contribution of each Limited Partner is to be returned except upon dissolution of the partnership or withdrawal or termination of a Limited Partner.
10. Each Limited Partner shall receive a share of the profits of the partnership in proportion to his share of interest in the Limited Partnership.

Ronnie C. Davis

1.0

11. A Limited Partner may sell, assign, pledge, hypothecate or in any manner transfer its or his interest in the partnership, provided that such sale, assignment, pledge, hypothecation or other transfer shall create only the right in the transferee to share or participate in the profits or losses of the partnership which the transferring Partner has pursuant to this Agreement. The Transferee shall not be a substitute Limited Partner unless he has obtained the written consent of the General Partner(s), and all parties have complied with the applicable requirements of law to effectuate such status as a substitute Limited Partner.

12. The right of the Partners to admit additional partners shall be as follows:

An additional General Partner may not be admitted to the partnership without the written consent of the above named General partner(s) as shown in paragraph 10;

No other Limited Partners other than those listed in paragraph 10 above, shall be admitted to the partnership without the written consent of all partners;

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
900 R-5 PM 1:30

13. No right or priority exists between the Limited Partners as to the contributions or compensation by way of income.

14. The right of the remaining General Partner(s) to continue the business of the partnership upon the death, retirement, insanity or bankruptcy of a General Partner shall be as follows:

The death, retirement, insanity, or bankruptcy of a General Partner shall cause a dissolution of the partnership unless all remaining members agree to continue the partnership.

15. A Limited Partner shall not have the right to demand receive property other than cash in return for his contribution.

DATED; Gainesville, Florida

This 4th day of April, 1995

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

Signed, sealed and delivered in our presence as witnesses:

Thomas Helmus
Thomas Helmus

Lisa Upright
Lisa Upright

Thomas Helmus
Thomas Helmus

Lisa Upright
Lisa Upright

Thomas Helmus
Thomas Helmus

Lisa Upright
Lisa Upright

Ronnie C. Davis
Ronnie C. Davis
General Partner

Morita V. Davis
Morita V. Davis
General Partner

Ronnie C. Davis
Ronnie C. Davis
Limited Partner

FILED STATE OF FLORIDA
CLERK OF THE COURT
GAINESVILLE
APR 6 1995
PM 1:30

ACKNOWLEDGEMENT

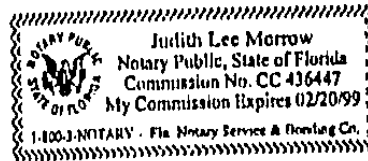
STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME this day, after being duly sworn, personally appeared Ronnie C. Davis and Norita V. Davis known by me to be the individuals described herein and they acknowledge before me that they executed the foregoing agreement freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 4th day of April, 1995.

Judith Lee Morrow
Notary Public



SEAL

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 APR -6 PM 1:30

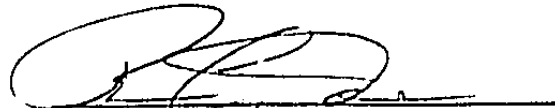
AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS

SECRET
DIVISION OF CORPORATE AFFAIRS
FILED STATE NOTARIES
95 APR -6 PM 1:30

STATE OF FLORIDA
COUNTY OF ALACHUA

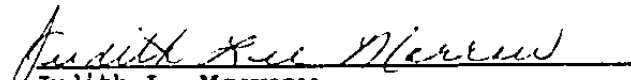
BEFORE ME, the undersigned authority, personally appeared Ronnie C. Davis who, first being duly sworn, deposes and says:

1. That he is a General Partner of Mystic Pointe II Ltd.
2. That the amount of the capital contributions of the limited partner and the anticipated amount of the capital contributions of the limited partner that is allotted for the purpose of trasacting business in the State of Florida is one hundred (\$100.00) dollars.



Ronnie C. Davis
General Partner

Sworn to and subscribed before me,
this 4th day of April, 1995.



Judith L. Morrow

My commission

~~~~~  
 Judith Lee Morrow  
 Notary Public, State of Florida  
 Commission No. CC 436447  
 My Commission Expires 02/20/99  
 ~~~~~  
 1-800-3-NOTARY - Fla Notary Service & Bonding Co.

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS

STATE OF FLORIDA
COUNTY OF ALACHUA

FILED STATE
SECRETARY OF CORPORATIONS
APR 4 1995
9 11 30

BEFORE ME, the undersigned authority, personally appeared Norita V. Davis who, first being duly sworn, deposes and says:

1. That she is a General Partner of Mystic Pointe II Ltd.
2. That the amount of the capital contributions of the limited partner and the anticipated amount of the capital contributions of the limited partner that is allotted for the purpose of trasacting business in the State of Florida is one hundred (\$100.00) dollars.

Norita V. Davis

Norita V. Davis
General Partner

Sworn to and subscribed before me,
this 4th day of April, 1995.

Judith Lee Morrow


Judith L. Morrow

My commission expires  Judith Lee Morrow
Notary Public, State of Florida
Commission No. CC 436447
My Commission Expires 02/20/99



REGISTERED AGENT DESIGNATION

I Norita V. Davis, do hereby accept the designation as
registered agent for Mystic Pointe II Ltd., a Florida Limited
Partnership.



Norita V. Davis

Dated: April 4, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -6 PM 1:30

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tania M. Kuchera
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 19 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCLOSURE REQUIRED

1. Name of the Partnership
MYSTIC POINTE II LTD.

1a. DOCUMENT #
A95000000555

2. New Mailing Address, if Applicable
Mailing Address: **5700 S.W. 34TH STREET, SUITE 1307
GAINESVILLE FL 32600**
Principal Office Address: **5700 S.W. 34TH STREET, SUITE 1307
GAINESVILLE FL 32600**

2. New Mailing Address, if Applicable
3. Date of Filing
4. State & Zip
2a. New Principal Office Address, if Applicable
5. State & Zip

3. Date Forwarded to Registered in the State of
FLORIDA 04/06/1995

3a. Date of Last Report

4. State of Country of Formation
FL

5a. Capital Contributed or as Shown on the Report
\$100.00

5b. Amount of Capital Contributions in FLORIDA to Date

6. Fee Number
Applied For

Applied Fee
Fee Applicable

7. CERTIFICATE OF STATE REQUIRED
NOT APPLICABLE

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. \$100.75 (paid to section 602.101, F.S.)
THE ABOVE FILING FEE SHALL BE PAID IN FULL AT THE TIME OF FILING THIS REPORT. IF THE FILING FEE IS NOT PAID IN FULL AT THE TIME OF FILING, THE REPORT WILL BE REJECTED AND THE FILING FEE WILL BE FORFEITED.
NOTE: The amount entered in 5a or 5b and entered in 5a or 5b supplemental affidavit must be submitted along with a separate and appropriate filing fee.
STATE CHECK PAYABLE TO THE SECRETARY OF STATE

9. Name and Address of Current Registered Agent
**DAVIS, NORITA V
20721 S.W. 46TH AVENUE
NEWBERRY FL 32669**

10. If Changed, New Registered Agent (Circle)
Name: **300001753063**
Street Address (if no Box Number is Paid Accepted): **18721795--01084--015**
City, State & Zip: ******191.25 ****191.25**
City: **FL** Zip Code

10a. Pursuant to the provisions of sections 620.105(1) and 620.107, 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 in the State of Florida. Such change was authorized by its general partner(s) hereby in capital the appointment of registered agent, familiar with and in compliance with the provisions of sections 620.105(1) Florida Statutes.
SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (City, State & Zip Code)	11b. City, State & Zip Code	11c. Registration Document Number
DAVIS, RONNIE C	5006 S.W. 202ND STREE	NEWBERRY FL 32669	
DAVIS, NORITA V	5006 S.W. 202ND STREE	NEWBERRY FL 32669	

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

12. I hereby certify that the information furnished on this report is true and correct to the best of my knowledge and belief, and that I am a partner in the partnership named herein.
Signature: *Ronnie C. Davis*
Name: **RONNIE C. DAVIS**
Date: **3/5/96**
Telephone Number: **904/345 8182**

CORPORATION

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TEL. FREE No. 1-800-342-8062
 FAX (904) 222-1222

A95000000555

No. 7710

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TAX _____
 FILING 52.50
 R. AGENT FEE _____
 1. COPY CVY 8.75
 TOTAL 61.25
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

B/K

11/3/97

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>1/3/97</u>	_____	_____
TIME	<u>10:00</u>	_____	CK No. _____
BY	<u>CD</u>	_____	_____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. Filing	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership Filing	_____	_____
Foreign Corp. Filing	_____	_____
() Cert. Copy(s)	_____	_____
<input checked="" type="checkbox"/> Art. of Amend. Filing	_____	_____
<input checked="" type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input checked="" type="checkbox"/> C U S. <u>CD</u>	_____	_____
Fictitious Name Filing	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 Filing	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies <u>000002051090--5</u>	_____	_____
Courier Service <u>01/08/97--01086--021</u>	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 \$7 JAN -3 PM 12-42

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FIRST AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT
FOR
MYSTIC POINTE II LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
97 JAN -3 PM 12:42

The undersigned, desiring to amend the certificate of limited partnership of MYSTIC POINTE II LTD., a Florida limited partnership dated April 4, 1995, and whose Affidavit and Certificate of Limited Partnership Agreement was filed with the State of Florida, Department of State, on April 6, 1995, hereby executes this First Amendment to the Certificate of Limited Partnership Agreement:

Amend Paragraph 4 to read as follows:

4. The name and address of the General Partner(s) interested in the limited partnership are as follows:

STEFAN M. DAVIS 0.5%
5700 S.W. 34TH Street, Suite 1307
Gainesville, Florida 32608

RONNIE C. DAVIS 98.5%
5700 S.W. 34TH Street, Suite 1307
Gainesville, Florida 32608

The limited partnership interest held by Ronnie C. Davis remains unchanged.

This document amends the Certificate of Limited Partnership Agreement for MYSTIC POINTE II LTD. No separate amendment to the agreement exists.

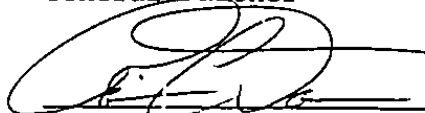
IN WITNESS WHEREOF, the General Partners hereto have executed this Agreement this 31st day of December 1996.

Witnesses to Davis:

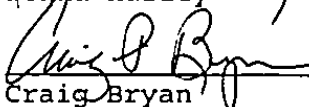
General Partner



Donna Harley



Ronnie C. Davis



Craig Bryan

Witnesses to Davis:

General Partner

Donna Harley
Donna Harley

Stefan M. Davis
Stefan M. Davis

Craig Bryan
Craig Bryan

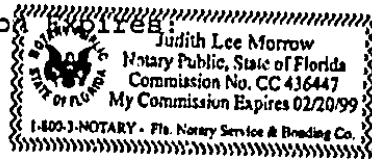
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN -3 PH12-42

STATE OF FLORIDA
COUNTY OF Alachua

On this 31st day of December, 1996, before me the undersigned authority, personally came RONNIE C. DAVIS, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same. Witness my hand and official seal the day and year above written.

Judith L. Morrow
Judith L. Morrow, Notary Public
State of Florida

My Commission Expires:



STATE OF FLORIDA
COUNTY OF Alachua

On this 31st day of December, 1996, before me the undersigned authority, personally came STEFAN M.DAVIS, known by me to be the person whose name is subscribed to the within instrument, who being by me first duly sworn did acknowledge that he executed the same. Witness my hand and official seal the day and year above written.

Judith L. Morrow
Judith L. Morrow, Notary Public
State of Florida

My Commission Expires:

