

MAY-30-85 TUE 14:55

GUNSTER YOAKLEY & STEWAR

FAX NO. 0323563

P. 08

A9500000817

5/30/95
2:16 PM

FLORIDA DIVISION OF CORPORATIONS

TO: DIVISION OF CORPORATIONS
STEWART, P.A.

DEPARTMENT OF STATE
STATE OF FLORIDA
500E
409 EAST GAINES STREET
33401-6194
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

777 S FLAGLER DR
PHILLIPS POINT SUITE
WEST PALM BEACH FL

CONTACT: SHERI J MILLER
PHONE: (407) 650-0658
FAX: (407) 659-3652

(((H95000006025)))
PARTNERSHIP

DOCUMENT TYPE: FLORIDA LIMITED

NAME: EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP
FAX AUDIT NUMBER: H95000006025
REQUESTED CURRENT STATUS:

DATE REQUESTED: 05/30/1995
14:16:32

TIME REQUESTED:

CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$1,785.00
076117000420

CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000006025)))

** INVALID SELECTION...PLEASE RE-ENTER **
ENTER SELECTION AND <CR>:

5/30/95a

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1995 MAY 30 PM 3: 52
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP
a Florida limited partnership**

The undersigned general partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership is as follows:

Valdes-Fauli Corporate Services Corporation
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services Corporation
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

4. Name and Business Address of General Partner. The name and business address of the sole general partner is as follows:

EAGLEVIEW ASSOCIATES, L.C.
c/o Cargill Financial Services Corporation
6000 Clearwater Drive
Minnetonka, MN 55343-9497

5. Mailing Address. The mailing address of the Partnership is as follows:

c/o Cargill Financial Services Corporation
6000 Clearwater Drive
Minnetonka, MN 55343-9497

David G. Bates, Esq.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(407) 655-1980
FL Bar # 09355451

H9500006025

6. Latest Date Upon Which Partnership Is to Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2023.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP this 26th day of May, 1995.

GENERAL PARTNER:

EAGLEVIEW ASSOCIATES, L.C.
by CFSC Capital Corp. XVIII

By: [Signature]

Name: Steven J. Trauick
Its: Assistant Vice President

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TALLAHASSEE, FLORIDA

MAY-30-95 TUE 14:57

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H95000006025

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of Valdes-Fauli Corporate Services, Inc., hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

By: *Michael V. Mitrione*
Name: MICHAEL V. MITRIONE
Title: VICE PRESIDENT

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TALLAHASSEE, FLORIDA

1995 MAY 30 PM 3:52

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned notary, personally appeared Steven J. Trawick, Assistant Vice President of CFSC Capital Corp. XVIII, administrative member of EAGLEVIEW ASSOCIATES, L.C., a Florida limited liability corporation, general partner of EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") who certifies as follows:

- 1. The total amount of capital contributions of the limited partners to the Partnership is \$5,000,000.

Eagleview Associates, L.C.	\$500,000
CFSC Capital Corp. XVIII	\$2,250,000
Jim Joseph Revocable Trust	\$2,250,000

- 2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this 26th day of May, 1995

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER:

EAGLEVIEW ASSOCIATES, L.C.,
By CFSC Capital Corp. XVIII,
administrative member

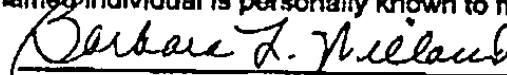
By: 
Name: Steven J. Trawick
Its: Assistant Vice President

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TALLAHASSEE, FLORIDA

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN)

ss.

SWORN TO AND SUBSCRIBED before me this 26th day of May, 1995, by Steven J. Trawick, Assistant Vice President of CFSC Capital Corp. XVIII, administrative member of EAGLEVIEW ASSOCIATES, L.C., a Florida limited liability partnership on behalf of the Partnership. The above-named individual is personally known to me.


Notary Public

SEAL  BARBARA L. WIELAND
NOTARY PUBLIC - MINNESOTA
My Commission Expires
January 31, 2000

5% PENALTY AND \$500 PENALTY FEE

OFFICE OF PARTNERSHIP
ANNUAL REPORT
1996



OFFICE OF PARTNERSHIP
STATE OF FLORIDA
1996

1. DOCUMENT #
A95000000817

EAGLEVIEW ASSOCIATES LIMITED PARTNERSHIP

2. City, County and State of Office
3. City, State and Zip
2a. City, County and State of Registered Agent's Office
4. City, State and Zip

Office of the Partnership
C/O CARGILL FINANCIAL SERVICES CORP
6000 CLEARWATER DR
MINNETONKA MN 55343-9497

3. Date of Report (or the date the partnership was first organized or first started under the laws of the state of Florida)
FLORIDA 05/30/1995

5a. Total Capital Contributions Received (in dollars)
\$5,000,000.00

5b. Total Capital Contributions Paid (in dollars)
\$3,906,853

6. Tax Identification Number
41-1810620

9. Name and Address of Current Registered Agent
**VALDES-FAULI CORPORATE SERVICES CORP.
777 SOUTH FLAGLER DR.
SUITE 500 EAST
WEST PALM BEACH FL 33401**

7. CERTIFICATE OF STATUS REQUIRED
APPROVED FOR FILING
DATE: 05/30/96

10a. I, the undersigned, being duly qualified with the proper authority and responsibility, do hereby certify that the partnership is organized or first started under the laws of the state of Florida, submits this statement of financial condition to the registered office of the registered agent of the partnership in the state of Florida, and accept the responsibility of the registered agent to file this statement with the Office of Partnerships of the State of Florida.

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	11b. City, State & Zip Code	11c. Registration Document Number
EAGLEVIEW ASSOCIATES, L.C.	C/O 6000 CLEARWATER DR. NE	MINNETONKA MN 55343-9497	L95000000409

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

12. I, the undersigned, being duly qualified with the proper authority and responsibility, do hereby certify that the partnership is organized or first started under the laws of the state of Florida, submits this statement of financial condition to the registered office of the registered agent of the partnership in the state of Florida, and accept the responsibility of the registered agent to file this statement with the Office of Partnerships of the State of Florida.

[Handwritten Signature]

4/4/96