

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-1111
(800) 222-1111

000-342-8086

A95000000989

CSC networks
PRIVATE MAIL
LEGAL & FINANCIAL SERVICES

A95000000989

ACCOUNT NO. : 0721000000032

REFERENCE : 629632 4134B

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 140.00

ORDER DATE : June 30, 1995

ORDER TIME : 9:41 AM

500001528145

ORDER NO. : 629632

CUSTOMER NO: 4134B

CUSTOMER: Ms. Laurie Bergatresser
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: ALTAMONTE ESTATES ASSOCIATES,
LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: *BM*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 PM 1:29

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ALTAMONTE ESTATES ASSOCIATES, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 PM 1:29

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of ALTAMONTE ESTATES ASSOCIATES, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be ALTAMONTE ESTATES ASSOCIATES, LTD.

2. The address of the office where records shall be kept shall be 832 Irma Avenue, Orlando, Florida 32803. The name and address of the registered agent for service of process is Bonnie Watson, 832 Irma Avenue, Orlando, Florida 32803.

3. The name and business address of the sole general partner is:

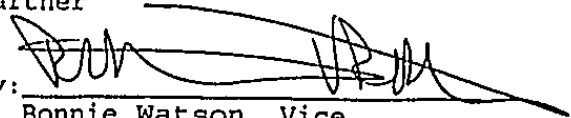
Farmbank Real Estate, Inc., a Florida corporation
832 Irma Avenue
Orlando, Florida 32803 683305

4. The mailing address of the limited partnership is 832 Irma Avenue, Orlando, Florida 32803.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

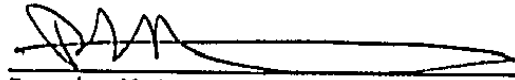
This Agreement has been executed by the undersigned this 29th day of June, 1995.

FARMBANK REAL ESTATE, INC., a
Florida corporation, General
Partner

By: 
Bonnie Watson, Vice
President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for ALTAMONTE ESTATES ASSOCIATES, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

A handwritten signature in dark ink, appearing to be 'B. Watson', written over a horizontal line.

Bonnie Watson

Dated this 29th day of June, 1995.

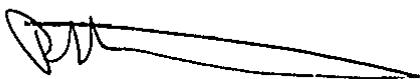
**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

The undersigned being the sole general partner of ALTAMONTE ESTATES ASSOCIATES, 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 ALTAMONTE ESTATES ASSOCIATES, 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:

FARMBANK REAL ESTATE, INC., a
Florida corporation, General
Partner

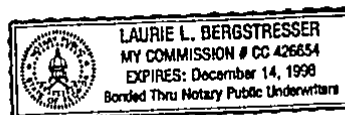
By: 
Bonnie Watson, Vice
President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of June, 1995, by Bonnie Watson, Vice President of Farmbank Real Estate, Inc., a Florida corporation, General Partner, and who is personally known to me.


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



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
Sandra Matheson
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 22 AM 8:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name of Limited Partnership
ALTAMONTE ESTATES ASSOCIATES, LTD.

1a. DOCUMENT #
A95000000989

Mailing Address
**832 IRMA AVENUE
ORLANDO FL 32803**

Principal Office Address
**832 IRMA AVENUE
ORLANDO FL 32803**

If above addresses are incorrect in any way, file through the correct information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA **08/30/1995**

3.1. 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
\$ 30,500.00

6. FEI Number
59-3210630

Applied For
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 5a 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.)
1) & 2) AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$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

**WATSON, BONNIE
832 IRMA AVENUE
ORLANDO FL 32803**

10. If changed, new Registered Agent/Officer

Name **Barry L. Watson**

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

City **Orlando**

State **FL** Zip Code **32803**

10a. Pursuant to the provisions of sections 620.1051 and 620.102, 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) and I, the undersigned, am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE **12/22/95**

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

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

FARMBANK REAL ESTATE, INC.

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

832 IRMA AVENUE

11b. City, State & Zip Code

ORLANDO FL 32803

11c. Registration/
Document Number

G83305

AR - \$213.50
SF - \$138.75

2/22/96a

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)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(a) 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 effect 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 Florida Statutes.

SIGNATURE

Barry L. Watson Vice President

DATE **12-22-95**

Telephone Number **407-422-3301**

Typed or Printed Name of General Partner Signing Form

**The
Watson
Group, Inc.**

Real Estate, Consulting,
Business Management,
and Home Building

A95000000989
East American Capital Corporation
Licensed Real Estate & Mortgage Broker

B-Bar-B Investments
Real Estate Investments

Southeastern Capital of Orlando, Inc.
Construction • Development

Watson Financial Services of Orlando, Inc.
Investments • Construction • Joint Ventures

"We Build Dreams"

State of Florida
Florida Department of State
Sandra Mortham, Secretary of State
Division of Corporations
Attn: Partnership Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Limited Partnership Annual Report
Altamonte Estates Associates, LTD
FEI Number - 59-3210630

To Whom It May Concern:

A95000000989

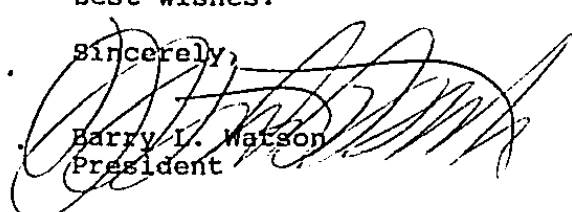
500001722255
-02/23/96--01026--002
***213.50 ***213.50

Enclosed please find our filing for the above referenced Limited Partnership Annual Report. As per our prior phone calls and correspondence to the Florida Department of State we have not heard back regarding our questions regarding adjustment of capital. As you can see in Section 5A and 5B we have adjusted the capital per our CPA's requirements and guidelines as per our Company Books. However, because we did not hear back from you in time, we did not file these reports until this time to obviously have them filed before the 30 day extension exceeded the deadline of January 31, 1996. Therefore, we are asking that you waive any and all penalties, if there is any penalties, regarding this Report. Also, we are enclosing the checks due with the Report at this time in addition to the \$8.75 fee required for a Certificate of Status.

Thank you and if you have any further questions, please feel free to contact me directly.

Best wishes.

Sincerely,


Barry L. Watson
President

BLW:mh

Enclosures

CC: 1996 Annual Report file

FF- \$213.15
Overpaid
\$3.85
2/28/96 a

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR A FLORIDA LIMITED PARTNERSHIP

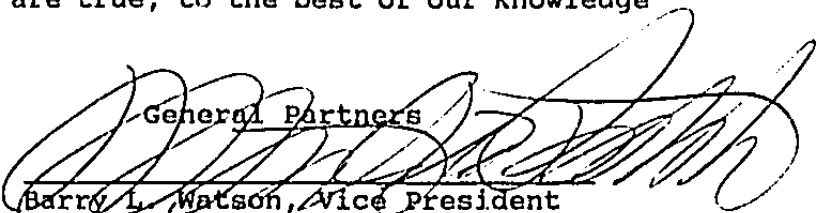
The undersigned, constituting all of the general partners of, Altamonte Estates Associates, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$30,500.

This 31st day of December, 1995.

FURTHER AFFIANT SAYETH NOT.

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


General Partners

Barry L. Watson, Vice President
Farmbank Real Estate Inc.
832 Irma Avenue
Orlando, FL 32803

Fees: \$7 per \$1000, based on the
additional contributions
Minimum \$52.50 - maximum \$1750.00

96 FEB 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 22 1996