

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001403



ACCOUNT NO. : 002100000000

REFERENCE : 607403 6102A

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 1000.00

ORDER DATE : September 20, 1995

41001001 00000001

ORDER TIME : 10:21 AM

ORDER NO. : 607403

CUSTOMER NO: 6102A

CUSTOMER: Mr. Mary Ellen Robin Adams
GRAY HARRIS & ROBINSON

101 Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: ORLANDO HOME: ONE, 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: Karen B. Rozar

EXAMINER'S INITIALS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 PM 1:11

9/20/95
Bjz

ORLANDO HOMES ONE, INC.
897 Cutler Road
Longwood, Florida 32779

September 13, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Orlando Homes One, Inc.

Dear Sir or Madam:

The undersigned, as President of Orlando Homes One, Inc., a Florida corporation, hereby consents to the use of the name Orlando Homes One, Ltd. to be utilized by a Florida limited partnership. This letter of consent is being filed simultaneously with the filing of the Certificate and Agreement of Limited Partnership and Affidavit of Capital Contributions of Orlando Homes One, Ltd.

Please contact the undersigned if you have any questions.
Thank you for your assistance.

Very truly yours,

Orlando Homes One, Inc.,
a Florida corporation

By: Philip R. Walters
Philip R. Walters, President

FILED
SECRETARY OF CORPORATIONS
95 SEP 20 PM 1:11

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTION OF
ORLANDO HOMES ONE, LTD.

FILED STATE
SECRETARY OF
CORPORATIONS
95 SEP 20 PM 1:11

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution entered into and sworn to this 18th day of September, 1995, by and between ORLANDO HOMES ONE, INC., a Florida corporation, as General Partner, and Philip R. Walters, as Original Limited Partner of ORLANDO HOMES ONE, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a Limited Partnership which complies with Part I, Chapter 620, Florida Statutes (1993). The undersigned, upon being duly sworn, depose and say:

1. Name of Partnership. The name of the limited partnership is ORLANDO HOMES ONE, LTD.
2. Address and Office. The address and office of the Partnership shall be 897 Cutler Road, Longwood, Florida 32779. The records required to be maintained by Section 620.106, Florida Statutes, shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The Agent for service of process on the Partnership shall be Byrd F. Marshall, Jr., whose address is 201 East Pine Street, Suite 1200, Orlando, Florida 32801.
179600068115
4. Name and Business Address of General Partner. The General Partner is ORLANDO HOMES ONE, INC., a Florida corporation. The address of the General Partner is 897 Cutler Road, Longwood, Florida 32779.
5. Mailing Address for Limited Partnership. The mailing address for the Partnership is 897 Cutler Road, Longwood, Florida 32779.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2050.
7. Right to Sell or Assign. The Limited Partner does not have the right to transfer his interest in the Partnership without the written consent of the General Partner.

8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partners as a Limited Partner except with the consent of the General Partner.

GENERAL PARTNER

ORLANDO HOMES ONE, INC., a Florida corporation

WITNESSES:

[Signature]
[Signature]

By: [Signature]
Philip R. Walters, as
President

Produced Pursuant to Court Order 95-0246

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Philip R. Walters, President of ORLANDO HOMES ONE, INC., a Florida corporation, to me well known, and he signed and swore to the foregoing instrument as the duly authorized representative of such corporation, and I further certify that I know the said person making said acknowledgment to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this 18th day of September, 1995.



[Signature]
NOTARY PUBLIC
Margaret C. Janesek
My Commission Expires: 3/1/99

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

ORLANDO HOMES ONE, INC., a Florida corporation, the General Partner of ORLANDO HOMES ONE, LTD., a Florida limited partnership, through its duly authorized officer, upon being duly sworn, deposes and says:

1. The amount of the capital contributions that have been made by the Original Limited Partner is:

<u>Original Limited Partner</u>	<u>Capital Contribution</u>
Philip R. Walters	10.00

2. The total amount anticipated to be contributed by the Limited Partners is \$1,520,000.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER

ORLANDO HOMES ONE, INC., a Florida corporation

By:

Philip R. Walters
Philip R. Walters,
as President

Flomaco Flomaco 0426-07-38-026

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Philip R. Walters, the President of ORLANDO HOMES ONE, INC., to me well known, and he signed and swore to the foregoing instrument as the duly authorized representative of such corporation, and I further certify that I know the said person making said acknowledgment to be the individual described in and who signed and swore to the said instrument.

WITNESS my hand and official seal this 18th day of September, 1995.



Margaret C. Janesek
NOTARY PUBLIC

My Commission Expires: 3/1/99

RECEIVED STATE
COMMERCIAL RECORDS
95 SEP 20 PM 1:11

WITNESSES:

[Signature]
[Signature]

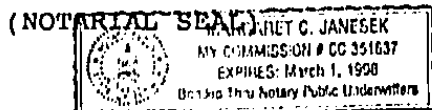
ORIGINAL LIMITED PARTNER

[Signature]
Philip R. Walters

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Philip R. Walters, to me well known, and he signed and swore to the foregoing instrument; and I further certify that I know the said person making said acknowledgment to be the individual described in and who signed and swore to the said instrument.


WITNESS my hand and official seal this 19th day of September, 1995.



[Signature]
NOTARY PUBLIC
My Commission Expires: March 1, 1998

REGISTERED AGENT ACCEPTANCE

The undersigned, having been named as registered agent in the Certificate of Limited Partnership of ORLANDO HOMES ONE, LTD., does hereby accept and agree to act in this capacity.


Byrd F. Marshall, Jr.

September 16th, 1995

\usr\madam\orlhomes.lp

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 PM 1:11

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED

1995 OCT 19 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1a. DOCUMENT #
A95000001403

Orlando Homes One, Ltd.

2. New Mailing Address, if Applicable

State, Apt. # etc.

City, State & Zip

2a. New Phone Number, if Applicable

State, Apt. # etc.

City, State & Zip

Mailing Address

897 Cutler Road
Longwood, FL 32779

Post Office Address

897 Cutler Road
Longwood, FL 32779

If known address and incorrect in any way, file through Division of Corporations and enter correct address in Block 2a and 2b

3. Date Formed or Beg. stated to Do Business in
FLORIDA
09/20/95

3a. Date of Last Report
N/A

4. State of Country of Formation
Florida

5a. Capital Contributions as Shown
on Record
\$1,520,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$100.00

6. FEE Number
X Appoint Fee
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable (See instructions)
See instructions for details

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a 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 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$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

10. If changed, new Registered Agent, Office

9. Name and Address of Current Registered Agent

Byrd F. Marshall, Jr.
201 E. Pine Street, Suite 1200
Orlando, FL 32801

Name

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

State, Apt. # etc.

City

FL

Zip Code

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 09/30/95

(SIGNATURE (Registered Agent Accepting Appointment))

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)

Orlando Homes One, Inc.

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

897 Cutler Road

11b. City, State & Zip Code

Longwood, FL 32779

11c. Registered
Document Number

P95000068118

AR - \$52.50
SF - \$138.75

10-19-95a

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 119.071(1)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.071(1)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information included 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, the owner or trustee, empowered to execute this report, as required by Chapter 620, Florida Statutes.

SIGNATURE

Philip R. Walters

Philip R. Walters as President
of Orlando Homes One, Inc.

DATE 09/30/95

407-841-7711
Ext. 6615

Telephone Number

788-2182

Typed or Printed Name of General Partner Signing Form