

1200 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001499

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000012

REFERENCE : 703262 01341A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : October 6, 1995

ORDER TIME : 7:28 AM

ORDER NO. : 703262

CUSTOMER NO: 01341A

CUSTOMER: Robin A. Lloyd, Esq.
ROBIN A. LLOYD, SR.
AND ASSOCIATES, P.A.
Suite 201
660 Beachland Boulevard
Vero Beach, FL 32963

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -6 AM 10:52

RECEIVED 11:07 AM
-10/11/95- 01111-000
***1837.50 ***1237.50

DOMESTIC FILING

NAME: PEMBROKE COURT LIMITED
PARTNERSHIP

G. TAX	_____
FILING	1750.00
R. AGENT FEE	35.00
G. COPY	50.50
TOTAL	1835.50
N. BANK	_____
BALANCE DUE	_____
OFFIND	_____

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

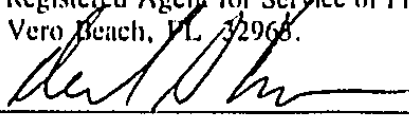
CONTACT PERSON: Mr. R. Lloyd

EXAMINER'S INITIALS:

10/6/95
/4

CERTIFICATE OF LIMITED PARTNERSHIP
of
PEMBROKE COURT LIMITED PARTNERSHIP

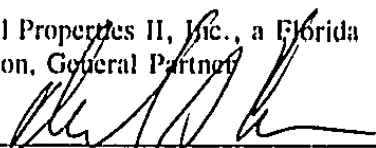
RECEIVED
CLERK OF COURT
95 OCT - 6 PM 10:52

1. Name of Limited Partnership: Pembroke Court Limited Partnership
2. Business address of Limited Partnership: 4733 North A1A, Vero Beach, FL 32963.
3. Name of Registered Agent for Service of Process: David S. Croom, whose address is 4733 North A1A, Vero Beach, FL 32963.
4. 
(Signature of Registered Agent to accept designation as Registered Agent for Service of Process)
5. Mailing Address of Limited Partnership: 4733 North A1A, Vero Beach, FL 32963.
6. The latest date upon which the Limited Partnership is to be dissolved is October 1, 2003.
7. Name of General Partner: Whitehall Properties II, Inc., a Florida corporation, whose address is: 4733 North A1A, Vero Beach, FL 32963.

Signed this 5 day of October, 1995.

Signature of all general partners:

Whitehall Properties II, Inc., a Florida
corporation, General Partner

By: 
David S. Croom, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
PEMBROKE COURT LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
AFFAIRS
95 OCT -5 AM 10:52

The undersigned constituting all of the general partners of Pembroke Court Limited Partnership, a Florida Limited Partnership, certify:

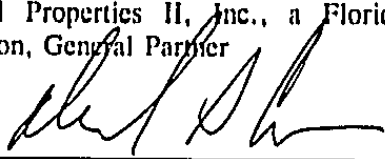
The amount of capital contributions to date of the limited partners of \$496,400.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$496,400.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

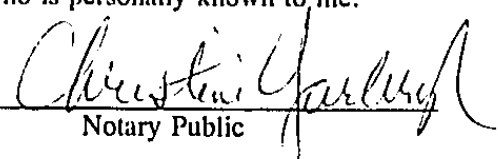
Whitehall Properties II, Inc., a Florida
corporation, General Partner

By: 
David S. Croom, President

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 5 day of OCT, 1995, by David S. Croom, President of Whitehall Properties II, Inc., a Florida corporation, General Partner of Pembroke Court Limited Partnership, who is personally known to me.


Notary Public

My commission expires:



OFFICIAL SEAL
Christine Yarbrough
My Commission Expires
Dec. 9, 1996
Comm. No. CC 245276

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

REGISTERED PARTNER REPORT
ANNUAL REPORT

1996



OFFICE OF THE SECRETARY OF STATE

1000 North G Street

Tallahassee, Florida 32304

Phone: (904) 493-2000

FILED

95 DEC 12 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Partnership

1a. DOCUMENT #

A95000001499

Pembroke Court Limited Partnership

2. Name of Managing Partner (If Applicable)

3. Name of Agent

4. Name of Agent

2a. Name of the person or persons to be appointed as Agent

3a. Name of Agent

4a. Name of Agent

5. Name of Agent

6. Name of Agent

4733 North A-1-A
Vero Beach, FL 32963

4733 North A-1-A
Vero Beach, FL 32963

7. Address of the partnership (If different from the address of the agent, list the address of the partnership)

3. Name of Agent
FLORIDA
10-6-95

3a. Name of Agent

4. Name of Agent

Florida

5a. Capital contributed by each partner

5b. Capital contributed by each partner

6. Name of Agent

X Appointed as Agent

Not Appointed as Agent

7. CERTIFICATE OF STATES 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 5b or 5d if blank, with a maximum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee. \$100.75 (pursuant to section 607.191, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$100.75 (\$52.50 + \$100.75) AND NO MORE THAN \$576.25 (\$437.50 + \$100.75).
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.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

10. Name and Address of Registered Agent (If Applicable)

David S. Croom
4733 North A-1-A
Vero Beach, FL 32963

Name

Address (If Different from the address of the partnership)

Name of Agent

City

FL

Zip Code

10a. Due to the provisions of sections 620.1051 and 620.1052, Florida Statutes, any partnership organized or registered under the laws of the State of Florida, subject to this statement for the purpose of changing its registered office or registered agent, must file this statement with the Secretary of State, Florida Department of State, and the appropriate filing fee. If the partnership is a limited partnership, it must also file a statement of partnership with the Secretary of State, Florida Department of State, and the appropriate filing fee.

SIGNATURE (Registered Agent Accepting Appointment) X

DATE X 12/7/95

**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 (Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registered Document Number

Whitehall Properties II, Inc.

4733 North A-1-A

Vero Beach, FL
32963

P95000049697

300001663253
-12/15/95--01105--002
****585.00 ****585.00

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

12. If the partnership is a limited partnership, it must file a statement of partnership with the Secretary of State, Florida Department of State, and the appropriate filing fee. If the partnership is a general partnership, it must file a statement of partnership with the Secretary of State, Florida Department of State, and the appropriate filing fee. If the partnership is a limited liability partnership, it must file a statement of partnership with the Secretary of State, Florida Department of State, and the appropriate filing fee.

SIGNATURE X

David S. Croom

DATE 12/7/95

407-231-1703

Filed at Pembroke Court Limited Partnership, Vero Beach, FL

Telephone Number

CR2E003 (6/95)