

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-6062
 FAX No. 904-224-8870

A95 00 0001533

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 \$ _____

my 10/12/95

TAX _____
 FILING 52.50
 R. AGENT FEE 35.00
 S. COPY 52.00
 TOTAL 140.00
 G. BANK _____
 BALANCE DUE _____
 REMAIN _____

RE: Cornerstone Park

Florida Ltd

C.C. NO. _____ DISBURSED _____

Capital Express™
 Art. of Inc. File LC
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S-
 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 _____

| | |
|--------------------------------|----------|
| 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

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

WALK-IN Will Pick Up 10/12/95

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT 12 AM 11:29
 RECEIVED
 95 OCT 17 AM 11:56

8000001611498
 -10/16/95--01024--020
 ***140.00 ***140.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CORNERSTONE PARK VIEW, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:29

1 The name of the Limited Partnership is:

CORNERSTONE PARK VIEW, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

2121 Ponce de Leon Blvd.
Suite 650
Coral Gables, FL 33134

(b) The name and address of the Partnership's agent for service of process is:

Leon J. Wolfe, Esq.
c/o Berman, Wolfe & Rennert, P.A.
35th Floor, International Place
100 Southeast Second Street
Miami, FL 33131-2130

3. The name and address of the General Partner is:

Cornerstone Affordable Housing, Inc.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, FL 33134

PA3000081647

4. The mailing address for the Limited Partnership is:

c/o Cornerstone Affordable Housing, Inc.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, FL 33134

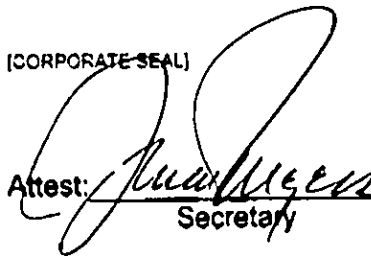
5. The term of the Partnership shall commence on the date of filing of the Certificate with the Secretary of State of Florida and shall continue until December 31, 2044, unless sooner terminated as provided in the Articles of Limited Partnership Agreement

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 7 day of August, 1995.

GENERAL PARTNER:

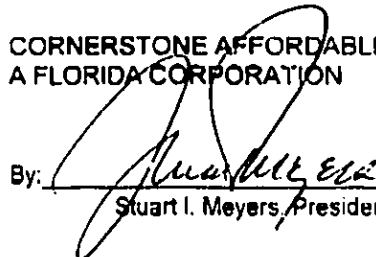
(CORPORATE SEAL)

Attest:


Secretary

CORNERSTONE AFFORDABLE HOUSING INC.
A FLORIDA CORPORATION

By:


Stuart I. Meyers, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:29

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7 day of August, 1995, by Stuart I. Meyers, as President and on behalf of Cornerstone Affordable Housing Inc., a Florida corporation. He is personally known to me.


My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 17, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.



Print Name: MARIA COLON
NOTARY PUBLIC, STATE OF FLORIDA

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby accept in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


LEON J. WOLFE
Registered Agent
Dated: August 7, 1995

AFFIDAVIT

FILED: STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:29

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared STUART I MEYER,
President of CORNERSTONE AFFORDABLE HOUSING, INC. (the "Affiant"), who
first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of Cornerstone Affordable Housing, Inc., a Florida corporation (the "Corporation").
2. The Corporation is a General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name Cornerstone Park View, Ltd.
3. The capital contribution of the initial sole limited partner is \$1,000.
4. The amount anticipated to be contributed by the initial sole limited partner is \$1,000.
5. The Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full contents of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

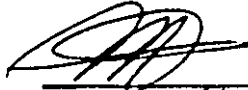
CORNERSTONE AFFORDABLE HOUSING, INC.
A FLORIDA CORPORATION

By: *Stuart I. Meyers*
Stuart I. Meyers, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7 day of August, 1995 by STUART I. MEYERS as President of CORNERSTONE AFFORDABLE HOUSING INC., a Florida corporation, on behalf of the corporation. He is personally known to me

My Commission Expires:



Print Name: MARIA COLON
NOTARY PUBLIC, STATE OF FLORIDA

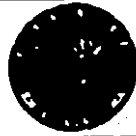
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 17, 1994.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

G:\JV\CORNERSTPARKVIEW\CORNERPA CLP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:29

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1995



FLORIDA DEPARTMENT OF STATE

A95000001533
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB -9 PM 1:56

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership
CORNERSTONE PARK VIEW, LTD.

1a. DOCUMENT #
A95000001533

2. New Mailing Address, if Applicable

3. Date of Filing or Registered to Do Business in FLORIDA
10-12-95

4. State or Country of Formation
Florida

5a. Amount of Capital Contributions in FLORIDA to date:
1,000

6. FEI Number
400001713574

7. CERTIFICATE OF STATUS REQUIRED
Not Applicable

Mailing Address
2121 Ponce de Leon Blvd. Suite 650 Coral Gables, FL 33134

Principal Office Address
2121 Ponce de Leon Blvd. Suite 650 Coral Gables, FL 33134

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

3. Date of Filing or Registered to Do Business in FLORIDA
10-12-95

4. State or Country of Formation
Florida

5a. Amount of Capital Contributions in FLORIDA to date:
1,000

6. FEI Number
400001713574

8. FEES: 1.) Filing Fee: Computed as a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a minimum filing fee of \$68.00 and a maximum of \$467.50
2.) Supplemental Fee: \$126.75 (minimum to section 607.106, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$167.50 (\$68.00 + \$126.75) AND NO MORE THAN \$634.25 (\$467.50 + \$126.75)
NOTE: If the amount entered in 5a is greater than amount entered in 5b, 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
**Leon J. Wolfe, Esq.
Berman Wolfe & Rennert, P.A.
100 S.E. 2nd St., #3500
Miami, FL 33131**

10. If changed, new Registered Agent/Office
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 620.106, 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 or registered agent. I am familiar with, and accept the obligations of section 620.106, Florida Statutes.

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

| 11. Name(s) of General Partner(s) | 11a. Address of Each General Partner (Do NOT Use Post Office Box number(s)) | 11b. City, State & Zip Code | 11c. Registry Document Number |
|--------------------------------------|---|-----------------------------|-------------------------------|
| Cornerstone Affordable Housing, INC. | 2121 Ponce de Leon Boulevard | Coral Gables, FL 33134 | P93000081647 |

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 submitted with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 118.07(3)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 118.07(3)(a) in the event that the information submitted 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 complete this report as required by chapter 620, Florida Statutes.

SIGNATURE Stuart I. Meyers DATE Feb. 7, 1996
Typed or Printed Name of General Partner Signing Form Stuart I. Meyers Telephone Number (305) 443-8888

CORPORATION