

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: P.O. Box 10140, Tallahassee, FL 32302

A950000001534

RE: Porter & Estabrook Ltd

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

nci 10/12/95

C. TAX	52.52
FILING	33.62
R. AGENT FEE	52.52
C. COPY	46.60
TOTAL	
N. BANK	
BALANCE DUE	
AMOUNT	

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Amend. File <i>LC</i>		
<input checked="" type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

95 OCT 12 AM 11:43
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED

10/16/95 01024 019
 *****40,000*****

RECEIVED
 OCT 12 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 11/12 12:00

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

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

The undersigned, acting as organizer of a Limited Partnership pursuant to the 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 11:43

1. The name of the Limited Partnership is:

PARK VIEW ESTATES, LTD.

2. (a) The address of the office of the Partnership at which place the business 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 Partners are:

Cornerstone Park View, Ltd.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, FL 33134

Tacolcy Economic Development Corporation
645 N.W. 62nd Street
Suite 300
Miami, FL 33150

A9500001533

~~765047~~
765047

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:43

4. The mailing address for the Limited Partnership is:

c/o Cornerstone Park View, Ltd.
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 this 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.

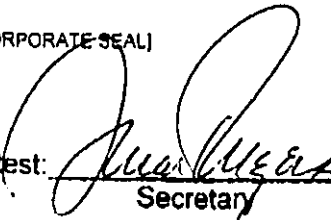
IN WITNESS WHEREOF, the undersigned General Partners have hereto executed this Certificate as of the 10th day of August, 1995.

GENERAL PARTNERS:

CORNERSTONE PARK VIEW, LTD.

[CORPORATE SEAL]

Attest:


Secretary

BY: CORNERSTONE AFFORDABLE HOUSING
A FLORIDA CORPORATION

By:


Stuart I. Meyers, President

[CORPORATE SEAL]

Attest:


Secretary

**TACOLCY ECONOMIC DEVELOPMENT
CORPORATION**

By:


Lorenzo Simmons, 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 and on behalf of Cornerstone Affordable Housing Inc., a Florida corporation, general partner of Cornerstone Park View, Ltd., a Florida limited liability partnership. He is personally known to me.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:43

My Commission Expires:

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

Print Name: MARIA COLON
NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7 day of August, 1995, by Lorenzo Simmons, as President and on behalf of Tacolcy Economic Development Corporation, a Florida corporation. He is personally known to me.

My Commission Expires:

M. KIRKPATRICK
MY COMMISSION # CC 308841
EXPIRES: August 18, 1997
Banded Through Notary Public Underwriters

Print Name: M. Kirkpatrick
NOTARY PUBLIC, STATE OF FLORIDA

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

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

AFFIDAVIT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:43

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared STUART I MEYERS, President of CORNERSTONE AFFORDABLE HOUSING, INC., general partner of CORNERSTONE PARK VIEW, LTD. (the "Affiant"), who, after 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 or a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act, the name Park View Estates, Ltd.

3. The capital contribution of the initial sole limited partners is \$1,000.

4. The amount anticipated to be contributed by the initial sole limited partners 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 PARK VIEW, LTD.

BY: CORNERSTONE AFFORDABLE HOUSING, INC.
A FLORIDA CORPORATION

By: 
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 and Cornerstone Park View, L.P. a Florida limited partnership. He is personally known to me.

My Commission Expires:



Print Name: MARIA COXON

NOTARY PUBLIC, STATE OF FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 PM 11:43

FILED STATE
SECRETARY OF CORPORATIONS
95 OCT 12 AM 11:43
DIVISION OF CORPORATIONS

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared LORENZO SIMMONS, the President of TACOLCY ECONOMIC DEVELOPMENT CORPORATION (the "Affiant") who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of Tacolcy Economic Development Corporation, 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 Parkview Estates, Ltd

3. The capital contribution of the initial sole limited partners 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.

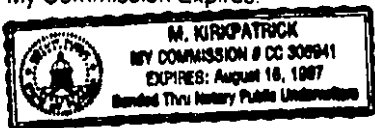
TACOLCY ECONOMIC DEVELOPMENT CORPORATION, a Florida corporation

By: 
Lorenzo Simmons, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10th day of August 1995 by Lorenzo Simmons as President of Tacolcy Economic Development Corporation, a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:



M. Kirkpatrick

Print Name: M. Kirkpatrick

NOTARY PUBLIC, STATE OF FLORIDA

G:\LJW\CORNERSTIPARKVIEW\PARKVIEW.CLP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 AM 11:43

A95000001531

FEB 13 '96 03:42PM BERMANWOLFE&RENNERT

P.1/4

2/13/96
3:33 PM

FLORIDA DIVISION OF CORPORATIONS

((H96000002116))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
P.A.

FROM: BERMAN WOLFE & RENNERT,

DEPARTMENT OF STATE
3500

100 SE SECOND ST., STE.

STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

INTERNATIONAL PLACE
MIAMI FL 33131-2130401-0000

FAX: (904) 922-4000

CONTACT: KIM GREENBERG

PHONE: (305) 577-4166

FAX: (305) 373-6036

((H96000002116))
AMENDMENT

DOCUMENT TYPE: LIMITED PARTNERSHIP

NAME: PARK VIEW ESTATES, LTD.

FAX AUDIT NUMBER: H96000002116

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/13/1996

TIME REQUESTED: 15:33:32

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$52.50

ACCOUNT NUMBER:

076103002011

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

((H96000002116))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 FEB 13 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 13 PM 4:36
DIVISION OF CORPORATIONS

A95000001531

RWM

H9600002116
FILED

96 FEB 13 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARK VIEW STATES, LTD.**

Pursuant to the provisions of Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned hereby adopts the following Amendment to the Certificate of Limited Partnership originally filed with the Florida Secretary of State's Office on October 12, 1995.

1. The name of the limited partnership is PARK VIEW ESTATES, LTD.
2. The original Certificate of Limited Partnership was filed with the Florida Secretary of State's Office on October 12, 1995.
3. Paragraph 3 of the Certificate of Limited Partnership (General Partner) shall be amended to delete the following as General Partner:

TACOLCY ECONOMIC DEVELOPMENT CORPORATION
645 N.W. 62nd Street
Suite 300
Miami, FL 33150

4. Paragraph 3 of the Certificate of Limited Partnership (General Partner) shall be further amended by adding the following as a General Partner:

TACOLCY PARK VIEW, INC. - P96000000534
645 N.W. 62nd Street
Suite 300
Miami, FL 33150

H98000002118

Wherefore, the undersigned, the continuing General Partner and withdrawing General Partners of the Partnership, have executed this Amendment to the Certificate of Limited Partnership on the 3rd day of January, 1996, such changes being authorized by the General Partners.

General Partner:

CORNERSTONE PARK VIEW, LTD.

BY: CORNERSTONE AFFORDABLE HOUSING, INC.

By: [Signature]
Stuart Meyers, President

TACOLCY ECONOMIC DEVELOPMENT CORPORATION

By: _____
Lorenzo Simmons, President

TACOLCY PARK VIEW, INC.

By: _____
Lorenzo Simmons, President

A:\AMEND.CLP

H98000002118

H99000002116

Wherefore, the undersigned, the continuing General Partner and withdrawing General Partners of the Partnership, have executed this Amendment to the Certificate of Limited Partnership on the 3rd day of January, 1996, such changes being authorized by the General Partners.

General Partner:

CORNERSTONE PARK VIEW, LTD.

By: CORNERSTONE AFFORDABLE HOUSING, INC.

By: [Signature]
Stuart Meyer, President

TACOLCY ECONOMIC DEVELOPMENT CORPORATION

By: [Signature]
Lenny Simmons, President

TACOLCY PARK VIEW, INC.

By: [Signature]
Lenny Simmons, President

AMEND.CLP

96000002116

**FILE ON OR BEFORE DECEMBER 31, 1998 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1998**



FLORIDA DEPARTMENT OF STATE
A95000001534
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -9 PM 2:03

1. Name of Limited Partnership **1a. DOCUMENT #**
A95000001534

PARK VIEW ESTATES, LTD.

*PK
2/4/96*

DO NOT WRITE IN THIS SPACE.

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

2. New Mailing Address, if Applicable
Subs. Apt. #, etc.
City, State & Zip 3300001713583
3a. New Principal Office Address, if Applicable
Subs. Apt. #, etc. 33134796501196-008
33134796501196-008

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 3a.

3. Date Form or Registered to Do Business in FLORIDA **3a. Date of Last Report** **4. State of Country of Formation**
City, State & Zip

5a. Capital Contributions as Shown on Accounts **5b. Amount of Capital Contributions in FLORIDA to date** **6. FEI Number**
1,000 1,000

Applied For **7. CERTIFICATE OF STATUS REQUIRED**
 Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amounts entered in 5b or 5a if 5b blank, with a minimum filing fee of \$62.50 and a maximum of \$467.50.
2.) Supplemental Fee: \$125.75 (minimum to certain \$27,125, P.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$161.25 (\$62.50 + \$125.75) AND NO MORE THAN \$676.25 (\$467.50 + \$125.75)
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
Leon J. Wolfe, Esq.
Berman Wolfe & Rennert, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is not Acceptable)
Subs. Apt. #, etc.
City **FL** Zip Code

10a. Pursuant to the provisions of sections 620.1061 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.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

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 Numbers)	11b. City, State & Zip Code	11c. Registrar/Document Number
Cornerstone Park View, Ltd.	2121 Ponce de Leon Boulevard	Coral Gables, FL 33134	A95000001533
Tacoloy Economic Development Corporation	645 N.W. 62 St. Suite 300	Miami, FL 33150	765047

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 accurately furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information submitted is deemed exempt from public access. I further certify that the information indicated on the 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 chapter 620, Florida Statutes.

SIGNATURE *Stuart J. Meyers* DATE **Feb 7, 1996**
Typed or Printed Name of General Partner Signing Form **Stuart J. Meyers** Telephone Number **305-443-8588**

CPRTY3 (REV)

A9500001534

BERMAN WOLFE & RENNERT, P.A.
ATTORNEYS AND COUNSELORS
30TH FLOOR, INTERNATIONAL PLACE
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2130

FILED
96 JUL 26 AM 10 05
CLERK OF THE COURT
TALLAHASSEE, FLORIDA
PHONE (305) 577-4177
Fax (305) 378-6038

KIM R. GREENBERG
LEGAL ASSISTANT
DIRECT DIAL: (305) 577-4166

July 25, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600001905966
-07/26/96--01082--002
***1750.00 ***1750.00

Re: Park View Estates, Ltd.

A9500001534

Dear Sir/Madam:

Enclosed are the following items:

CM

1. Supplemental Affidavit of Capital Contributions of the referenced limited partnership for filing with the Secretary of State of the State of Florida
2. Acknowledgment Copy
3. Check in the amount of \$1,750.00 having check no. 1131
4. Self-addressed, stamped envelope for return of stamped Acknowledgment Copy

Should you need anything further, please call me immediately at 305-577-4166.

Thank you.

Very truly yours,

BERMAN WOLFE & RENNERT, P.A.

Kim R. Greenberg
Legal Assistant

Encls.

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
PARK VIEW ESTATES, LTD.

The undersigned, constituting all of the general partners of PARK VIEW ESTATES, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to §620.112, Florida Statutes.

The total amount contributed and anticipated to be contributed by the limited partners is \$4,117,121.00.

As of this 23 day of July, 1996.

FURTHER AFFIANT SAYETH NOT.

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.

FILED
96 JUL 26 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PARK VIEW ESTATES, LTD.,
a Florida limited partnership

By: Cornerstone Park View, Ltd.,
a Florida limited partnership,
as Managing General Partner

By: Cornerstone Affordable Housing, Inc.,
a Florida corporation,
its General Partner

By: 
Jorge Lopez, Vice President

(CORPORATE SEAL)

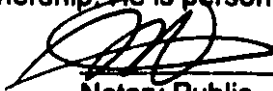
By: Tacolcy Park View, Inc.,
a Florida corporation,
a General Partner

By: 
Lorenzo Simmons, President

(CORPORATE SEAL)

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on July 25th, 1996 by Jorge Lopez, as Vice President of Cornerstone Affordable Housing, Inc., a Florida corporation, as General Partner of Cornerstone Park View Ltd., a Florida limited partnership, the Managing General Partner of Park View Estates, Ltd., a Florida limited partnership, on behalf of said limited partnership. He is personally known by me.



Notary Public,
State of Florida at Large
Name: MARIA COLON
Title: Admin. Asst.

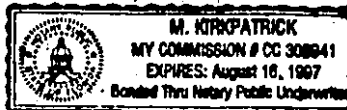
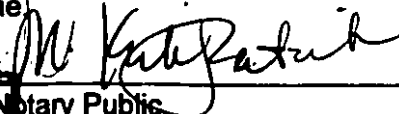
[NOTARIAL SEAL]

My Commission Expires:



STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on July 25th, 1996 by Lorenzo Simmons, as President of Tacolcy Park View, Inc., a Florida corporation, a General Partner of Park View Estates, Ltd., a Florida limited partnership, on behalf of said limited partnership. He is personally known by me.



Notary Public,
State of Florida at Large
Name: Marsha Kirkpatrick
Title: Admin. Asst.

[NOTARIAL SEAL]

My Commission Expires:

G:\HJV\PARKVIEW\Supplemental A1 - PVE.wpd 7/24/96 2:25 PM