

1204 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9671

800-342-8086

A95000001954



95 DEC 14 AM 11:20
DIVISION OF CORPORATION

FILED STATIONS
SECRETARY OF CORPORATIONS
95 DEC 14 PM 2:50

ACCOUNT NO. : 072100000032
REFERENCE : 768080 141374A
AUTHORIZATION : *Patricia Prieto*
COST LIMIT : \$ 87.50

ORDER DATE : December 14, 1995
ORDER TIME : 10:43 AM
ORDER NO. : 768080
CUSTOMER NO: 141374A

Need Today

CUSTOMER: Ms. Sandi E. Prieto
ADVANCED HOUSING CORPORATION

300001661533

Suite 202
2730 S. W. Third Avenue
Miami, FL 33129

DOMESTIC FILING

NAME: NMB SENIOR PARTNERS, LTD.

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

12/14/95
BJK

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NMB SENIOR PARTNERS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of NMB Senior Partners, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is NMB Senior Partners, Ltd.

2. The office and principal place of business for Partnership currently is:

c/o Advanced Housing Corporation
2730 S.W. 3rd Avenue, Suite #202
Miami, Florida 33129

Attn: Barry S. Goldmeier, President

3. The name and address of the agent for service of process on the Partnership is:

Barry S. Goldmeier, President
c/o Advanced Housing Corporation
2730 S.W. 3rd Avenue, Suite #202
Miami, Florida 33129

(305) 858-1600

4. The names and addresses of the Managing General Partner and the General Partner of the Partnership are:

Managing General Partner:

Advanced Housing Corporation
2730 S.W. 3rd Avenue, Suite #202
Miami, Florida 33129
(305) 858-1600

Attn: Barry S. Goldmeier, President

General Partners:

Progressive Development Partners, Inc.
13899 Biscayne Boulevard
Suite #229
North Miami Beach, Florida 33181
(305) 945-9440

Attn: Peter N. Weiner, President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION
05 DEC 14 PM 2:50

199300008246

1995000075340

Ingerman Construction Company
725 Cuthbert Boulevard
Cherry Hill, New Jersey 08002
(609) 662-1730

F9500000767
~~P 450000~~
F

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC 14 PM 2:50

Attn: M. Brad Ingerman, President

5. The mailing address of the Partnership is:

c/o Advanced Housing Corporation
2730 S.W. 3rd Avenue, Suite #202
Miami, Florida 33129
(305) 858-1600

Attn: Barry S. Goldmeier, President

The latest date upon which the Partnership shall dissolve is December 31, 2035.

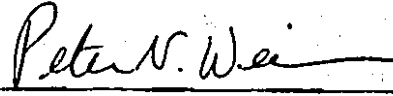
IN WITNESS WHEREOF, the undersigned have signed this Certificate as Managing General Partner and General Partners pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: December 12, 1995

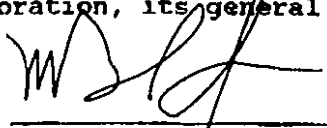
ADVANCED HOUSING CORPORATION, a Florida corporation, its managing general partner

By: 
Barry S. Goldmeier, President

PROGRESSIVE DEVELOPMENT PARTNERS, INC., a Florida corporation, its general partner

By: 
Peter N. Weiner, President

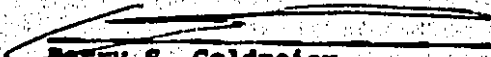
INGERMAN CONSTRUCTION COMPANY, a Florida corporation, its general partner

By: 
M. Brad Ingerman, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Barry S. Goldmeier hereby accepts his appointment as registered agent for NMB Senior Partners, Ltd., a Florida limited liability partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

Dated: December 12, 1995


Barry S. Goldmeier

FILED STATE
SECRETARY OF CORPORATIONS
DEC 14 PM 2:50

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Barry S. Goldmeier, as President of Advanced Housing Corporation, a Florida corporation, Peter N. Weiner, as President of Progressive Development Partners, Inc., a Florida corporation, and Ingerman Construction Company, a Florida corporation, as General Partners of NHB Senior Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), who upon being duly sworn, depose and say:

1. The aggregate capital contributions made by the Limited Partners of the Limited Partnership to the Limited Partnership through this date is \$1.00.
2. The anticipated future capital contributions of the Limited Partners to the Limited Partnership is \$100.

ADVANCED HOUSING CORPORATION, a Florida corporation, its managing general partner

By: [Signature]
Barry S. Goldmeier, President

PROGRESSIVE DEVELOPMENT PARTNERS, INC., a Florida corporation, its general partner

By: [Signature]
Peter N. Weiner, President

INGERMAN CONSTRUCTION COMPANY, a Florida corporation, its general partner

By: [Signature]
M. Brad Ingerman, President

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
NOV 21 2:50 PM '95

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of December, 1995 by Barry S. Goldmeier as President of Advanced Housing Corporation, a Florida corporation, as managing general partner of NMB Senior Partners, Ltd., a Florida limited partnership, on behalf of the corporation. He is personally known to me and did not take an oath.

Crystal R. Mueller

Crystal R. Mueller
Notary Public, State of Florida at Large

My Commission Expires:

FILED IN STATIONS
SECRETARY OF CORPORATIONS
DIVISION
DEC 12 11 38:50 AM '95

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

OFFICIAL NOTARY SEAL
CRYSTAL MUELLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC367935
MY COMMISSION EXP. APR. 27, 1998

The foregoing instrument was acknowledged before me this 12th day of December, 1995 by Peter N. Weiner, as President of Progressive Development Partners, Inc., a Florida corporation, as a general partner of NMB Senior Partners, Ltd., a Florida limited partnership, on behalf of the corporation. He is personally known to me and did not take an oath.

Crystal R. Mueller

Crystal R. Mueller
Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
CRYSTAL MUELLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC367935
MY COMMISSION EXP. APR. 27, 1998

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of December, 1995 by M. Brad Ingerman, as President of Ingerman Construction Company, a Florida corporation, as a general partner of NMB Senior Partners, Ltd., a Florida limited partnership, on behalf of the corporation. He is personally known to me and did not take an oath.

Crystal R. Mueller

Crystal R. Mueller
Notary Public, State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
CRYSTAL MUELLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC367935
MY COMMISSION EXP. APR. 27, 1998