

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-342-8086

A96W0000253



ACCOUNT NO. : 072100000032
REFERENCE : 836070 4300196
AUTHORIZATION : *Patricia P. Pitts*
COST LIMIT : \$ ~~87.50~~

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB -7 PM 4: 23

ORDER DATE : February 7, 1996
ORDER TIME : 11:28 AM
ORDER NO. : 836070
CUSTOMER NO: 4300196

300001709428

CUSTOMER: Ms. Deborah Holstedt
Hearthstone Advisors
1500 Sansome Street

*415-
249-
1500*

San Francisco, CA 94111

DOMESTIC AMENDMENT FILING

NAME: FLORIDA SHELF PROJECT #7
LIMITED PARTNERSHIP

RECEIVED
96 FEB -7 PM 1: 11
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: *BK*

*2/7/96
BK*

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB - 7 11:23

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of FLORIDA SHELF #7 LIMITED PARTNERSHIP, does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP.

2. The date of filing of the original Certificate of Limited Partnership was February 5, 1996.

3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect a change in the name of the Limited Partnership to:

CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP

and to reflect a name change of the sole general partner from FLORIDA SHELF PROJECT #7 GP, L.C. to:

CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C.
7575 Dr. Philips Boulevard, Suite 230
Orlando, Florida 32819

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

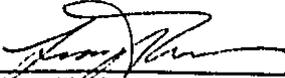
IN WITNESS WHEREOF, the sole general partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 6th day of February, 1996.

SOLE GENERAL PARTNER:

Cypress Lake Estates-Lakeworth GP, L.C.,
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.,
a California corporation
Manager

By:


Tracy T. Carver
Senior Vice President

FILED - STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB - 7 PM 4: 23

1101 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0100 FAX

800-342-8086

A 96000000253



96 FEB 15 PM 12:06
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 848186 4300196
AUTHORIZATION : Patricia P...
COST LIMIT : \$ 52.50

ORDER DATE : February 13, 1996
ORDER TIME : 10:50 AM
ORDER NO. : 848186
CUSTOMER NO: 4300196

200001716092

CUSTOMER: Ms. Deborah Holstedt
Hearthstone Advisors
1500 Sansome Street

San Francisco, CA 94111

DOMESTIC AMENDMENT FILING

NAME: CYPRESS LAKE ESTATES--LAKEWORTH
LIMITED PARTNERSHIP

FILED
96 FEB 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 96000000253

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

| | |
|-------------------|-------|
| Name | _____ |
| Availability | _____ |
| Document Examiner | DCC |
| Updater | XX |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPY
ORIGINAL STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP, does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP.

2. The date of filing of the original Certificate of Limited Partnership was February 5, 1996.

3. This Certificate of Amendment to the Certificate of Limited Partnership being filed to reflect a change in the name of the Limited Partnership to:

CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP

and to reflect a name change of the sole general partner from Cypress Lake Estates-Lakeworth GP, L.C. to:

CYPRESS LAKE ESTATES-LAKE WORTH GP, L.C.

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

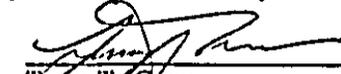
IN WITNESS WHEREOF, the sole general partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 14th day of February, 1996.

FILED
96 FEB 15 PM 15
SECRET
TALLAHASSEE FLORIDA

SOLE GENERAL PARTNER:

Cypress Lake Estates-Lake Worth GP, L.C.,
a Florida limited liability company
General Partner

By: **Hearthstone Advisors, Inc.,**
a California corporation
Manager, an authorized representative

By: 
Tracy T. Carver
Senior Vice President

FILED
96 FEB 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of FLORIDA SHELF #7 LIMITED PARTNERSHIP, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP.
2. The business address and the mailing address of the limited partnership is:
c/o Ron Fenn, 7575 Dr. Phillips Boulevard, Suite 230, Orlando, Florida 32819.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Corporation Service Company

4. The Florida street address for the registered agent is:

1201 Hays Street
Tallahassee, FL 32301

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY,
Registered Agent

By: *Gail Shelby*
Its: Gail Shelby, As Agent

Dated: 2-5-, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 5 AM 11:14

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -5 AM 11:15

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -5 AM 11:15

6. The name and business address of the general partner is as follows:

FLORIDA SHELF #7 GP, L.C.
7575 Dr. Philips Boulevard, Suite 230
Orlando, Florida 32819

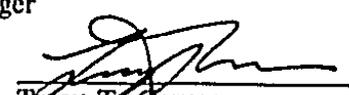
L96000060156

7. The latest date upon which the limited partnership is to dissolve is January 31, 2046.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner, has executed the foregoing Certificate of Limited Partnership on the 31st day of January, 1996 in accordance with §620.114 of the Florida Statutes.

FLORIDA SHELF #7 GP, L.C.
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.,
a California corporation
Manager

By: 
Tracy T. Carver
Senior Vice President

AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP, a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contribution to date of the limited partners is: \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

FLORIDA SHELF #7 GP, L.C.
a Florida limited liability company
General Partner

By: Hearthstone Advisors, Inc.,
a California corporation
Manager

By:


Tracy T. Carver
Senior Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -5 AM 11:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

CYPRESS LAKE ESTTATESLAKE WORTH LIMITED PARTNERSHIP
C/O MARK PORATH
16830 VENTURA BLVD., #352
ENCINO, CA 91436

SUBJECT: CYPRESS LAKE ESTATES-LAKE WORTH LIMITED
PARTNERSHIP
Ref. Number: A96000000253

We have received your document for CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP and check(s) totaling \$576.25. However, your check(s) and document are being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of Cypress Lake Estates - Lake Worth
Limited Partnership, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ \$1,360,946.83

This 19 day of December, 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.

General Partner(s)

Please see attached signature block.

FILED
97 FEB - PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

*Increase from \$100 in capital
to \$1,360,946.83. Fee: \$1,750.*

INHSE20(3/95)

Supplemental Affidavit of Capital
Contributions For A Florida Limited Partnership

CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP,
a Florida limited partnership

By: Cyprose Lake Estates-Lake Worth GP, L.C.,
a Florida limited liability company
General Partner

BY: Hearthstone Advisors, Inc.,
a California corporation,
Manager

BY: Richard O. Werner
Richard O. Werner
Chief Executive Officer

FILED
97 FEB -4 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA