

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-1171
904-222-0393 FAX

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A 96000000399

ACCOUNT NO. : 072100000032

REFERENCE : 864697 5011226

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 29, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 864697

CUSTOMER NO: 5011226

CUSTOMER: Ms. Debi Mauget
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

TAX _____
FILING _____ 17.50
P. AGENT FEE _____ 25.00
C. COPY _____ 52.50
TOTAL _____ 95.00
FL. BANK _____
BALANCE DUE _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 29 PM 6:28

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-03/05/96--01131--004
***1837.50 ***1837.50

DOMESTIC FILING

NAME: CYPRESS PARTNERS 1995, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

2/29/96
B/K

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96 FEB 29 AM 11:10
DIVISION OF CORPORATIONS

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTION OF
CYPRESS PARTNERS 1995, LTD.

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FLORIDA SECRETARY OF STATE


This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution entered into and sworn to this 17th day of October, 1995, by and between Cypress Associates, a Florida general partnership, as General Partner, and Larry K. Walker, as Original Limited Partner of Cypress Partners 1995, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a Limited Partnership which complies with the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"). The undersigned, upon being duly sworn, depose and say:

1. Name of Partnership. The name of the limited partnership is Cypress Partners 1995, Ltd.
2. Address and Office. The address and office of the Partnership shall be 115 Marks Street, Orlando, Florida 32801. The records required to be maintained by Section 620.106 of the Act, shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The Agent for service of process on the Partnership shall be Larry K. Walker, whose address is 115 Marks Street, Orlando, Florida 32803.
4. Name and Business Address of General Partner. The General Partner is Cypress Associates, a Florida general partnership. The address of the General Partner is 115 Marks Street, Orlando, Florida 32803. 6433979008
5. Mailing Address for Limited Partnership. The mailing address for the Partnership is 115 Marks Street, Orlando, Florida 32803.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2030.
7. Right to Sell or Assign. The Limited Partner does not have the right to transfer his interest in the Partnership without the written consent of the General Partner.

Tracy M Bomber

By: Larry K. Walker
Larry K. Walker, Partner

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SECRETARY OF CORPORATIONS
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96 FEB 26 PM 6:28
Orlando
per

 Lorraine Kathleen Morris
Notary Public, State of Florida
Commission No. CC 312410
My Commission Expires 9/12/97
Handled Through Fla. Notary Service & Bonding Co.

Tracy M Bombka

Larry K. Walker

Lorraine Kathleen Morris
Notary Public, State of Florida
Commission No. CC 312410
My Commission Expires 9/12/97
Issued Through The Notary Service & Bonding Co.

LORRAINE KATHLEEN MORRIS
Signature
LORRAINE KATHLEEN MORRIS
(Print Name)
Notary Public
My Commission Expires:

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS

Cypress Associates, a Florida general partnership, the sole General Partner of Cypress Partners 1995, Ltd., a Florida limited partnership, through its duly authorized general partner, upon being duly sworn, deposes and says:

1. The amount of the capital contributions that has been made by each of the Limited Partners is:

<u>Limited Partner</u>	<u>Capital Contributions</u>
Larry K. Walker	\$100.00

2. The total amount anticipated to be contributed by the Limited Partners is \$1,110,000.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER

CYPRESS ASSOCIATES, a Florida
general partnership

By: Larry K. Walker
Larry K. Walker, Partner

STATE OF FLORIDA
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 17th day of October, 1995, by Larry K. Walker, a partner of Cypress Associates. He is personally known to me or has produced _____ (type of identification) as identification and (did/did not) take an oath.

Lorraine Kathleen Morris
(Signature)

Lorraine Kathleen Morris
Notary Public, State of Florida
Commission No. 00012410
(Print Name)
Notary Public
My Commission Expires:

REGISTERED AGENT ACCEPTANCE

The undersigned, having been named a registered agent in the Certificate of Limited Partnership of Cypress Partners 1995, Ltd., does hereby accept and agree to act in this capacity.


Larry K. Walker

Date: October 17, 1995

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