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DELL, GRAHAM, WILLCOX, BARBER, JOPLING,
SCHWAIT, GERBHOW & SPECIE, P.A.

POST OFFICE BOX 850
GAINESVILLE, FLORIDA 32602

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* CERTIFIED CIRCUIT COURT MEDIATOR
** ALSO MEMBER OF NEW YORK BAR

L. WILLIAM GRAHAM
RETIRED

DAW T. DELL
(1912-1998)
M. L. HENDERSON, JR.
(1939-1991)

TELEPHONE 378-4381
FAX 378-7418
AREA CODE 352
803 N. E. 1ST STREET

March 6, 1996

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***1837.50 ***1837.50

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Pinetree Gardens Apartments of
Gainesville, Ltd. and The Gardens
Apartments of Gainesville, Ltd.

Gentlemen:

Enclosed is the original and one copy of Certificate of Limited Partnership of Pinetree Gardens Apartments of Gainesville, Ltd. and one original and one copy of Certificate of Limited Partnership of The Gardens Apartments of Gainesville, Ltd. Also enclosed are two checks in the amount of \$1,837.50 each to cover the cost of the filing fee, designation of registered agent and certified copies of the certificate for each partnership.

Please file the certificates and return the certified copies to us. Thank you.

If there are any questions, please give call.

Yours very truly,

Katie Moore
Katie Moore, Secretary
to Mr. Barber

RECEIVED
MAR 7 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

3/12/96a

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95 MAR -7 PM 3:28
RECEIVED
ALLZHOBBE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GARDENS APARTMENTS OF GAINESVILLE, LTD.

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "THE GARDENS APARTMENTS OF GAINESVILLE, LTD."

2. The address of the office of the limited partnership is:

2700 S. W. Archer Road
Gainesville, Florida 32604

3. The registered office pursuant to Florida Statutes §602.192, and the name and address of the agent for service of process required to be maintained by Florida Statutes §620.105 and §620.192 is:

Robert B. Frazier, III
2700 S. W. Archer Road
Gainesville, Florida 32604

4. The name and address of the general partner is:

Shey Associates, Inc.
2700 S. W. Archer Road
Gainesville, Florida 32604

5. The mailing address for the limited partnership is:

2700 S. W. Archer Road
Gainesville, Florida 32604

6. The latest date upon which the limited partnership is to be dissolved is December 31, 2030.

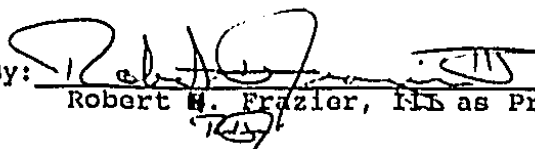
The execution of this Certificate by the undersigned general partner constitutes an affirmation that the facts stated therein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership

has been executed by the General Partner of THE GARDENS APARTMENTS OF GAINESVILLE, LTD. this 28th day of February, 1996.

GENERAL PARTNER:


SHEY ASSOCIATES, INC., a Florida corporation

By: 
Robert H. Frazier, III as President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for The Gardens Apartments of Gainesville, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept the obligations imposed upon me by Florida Statutes Section 610.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Robert H. Frazier, III

56 MAR -7 PM 3:13
SECRETARY
TALLAHASSEE, FL 32301

STATE OF FLORIDA)
COUNTY OF ALACHUA)

FILED
95 MAR -7 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, this day, the undersigned officer, personally appeared ROBERT H. FRAZIER, III, President of SHEY ASSOCIATES, INC., general partner of THE GARDENS APARTMENTS OF GAINESVILLE, LTD., a Florida limited partnership ("Partnership"), and who, being duly sworn, certified as follows:

1. The amount of capital contributions made to the Partnership by the limited partners is \$767,139.00.

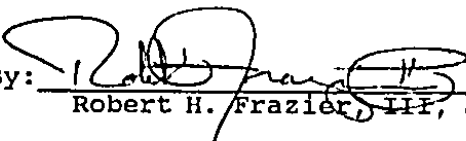
2. The total amount anticipated to be contributed by the limited partner is as stated above.

FURTHER AFFIANT SAITH NOT.

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

GENERAL PARTNER:

SHEY ASSOCIATES, INC., a Florida corporation

By: 
Robert H. Frazier, III, as President

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ROBERT H. FRAZIER, III, as President of SHEY ASSOCIATES, INC., known to me

and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of February, 1996.



Mary K. Moore
Notary Public, State of Florida at Large

MARY K. MOORE
Print, Type or Stamp Commissioned Name
of Notary Public

Personally known ✓ OR Produced Identification _____

Type of Identification Produced:

() Current Florida Driver's license

() Other _____

95 MAR -7 PM 3:58
STATE OF FLORIDA
TALLAHASSEE