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MAR 27 '96 10:09AM BERMANN WOLFE & RENNERT

P.3/6

3/25/96
3:03 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
P.A.

FROM: BERMAN WOLFE & RENNERT,

DEPARTMENT OF STATE
3500
STATE OF FLORIDA
409 EAST GAINES STREET
33131-21303394-0000
TALLAHASSEE, FL 32399

100 SE SECOND ST., STE.
INTERNATIONAL PLACE
MIAMI FL

FAX: (904) 922-4000

CONTACT: KIM GREENBERG
PHONE: (305) 577-4166
FAX: (305) 373-6036

((H96000004257))
PARTNERSHIP

DOCUMENT TYPE: FLORIDA LIMITED

NAME: 7 THE OAKS AT POMPANO, LTD.
FAX AUDIT NUMBER: H96000004257
DATE REQUESTED: 03/25/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$87.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:03:37
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

076103002011

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Acknowledgement	KWM
W. P. Verifier	KWM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 28 1996



MAR 27 '96 12:42PM BERMAN WOLFE RENNERT

P.1/4

3/25/96
3:03 PM

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TALLAHASSEE, FL
26 MAR 28 11:08

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03-27-96

3/25/96
3:03 PM

FLORIDA DIVISION OF CORPORATIONS

((H96000004257)) PUBLIC ACCESS SYSTEM
 ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: BERMAN WOLFE & RENNERT,
 P.A. DEPARTMENT OF STATE 100 SE SECOND ST., STE.
 3500 STATE OF FLORIDA INTERNATIONAL PLACE
 409 EAST GAINES STREET MIAMI FL
 33131-21303394-0000 TALLAHASSEE, FL 32399 CONTACT: KIM GREENBERG
 FAX: (904) 922-4000 PHONE: (305) 577-4166
 FAX: (305) 373-6036
 ((H96000004257)) DOCUMENT TYPE: FLORIDA LIMITED
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 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER:
 076103002011

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FILED
 96 MAR 28 11:10:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

91 APR 16 2000

FILED

96 MAR 28 11:10:08 H96000004267

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE OAKS AT POMPANO, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

1. The name of the Limited Partnership is:

THE OAKS AT POMPANO, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

***2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 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 Partner is:

***POMPANO OAKS ASSOCIATES, LTD.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134***

- 96000000599

4. The mailing address for the Limited Partnership is:

***c/o Cornerstone Affordable Housing, Inc.
2121 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134***

H96000004267

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 Partner has hereto executed this Certificate as of the 26 day of March, 1996.

GENERAL PARTNER:

POMPANO OAKS ASSOCIATES, LTD.
a Florida limited partnership

By: MELO HOLDINGS, INC.,
a Florida corporation

(CORPORATE SEAL)

Attest:


Assistant Secretary

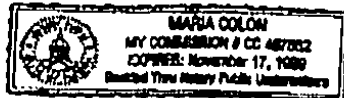
By:


Stuart I. Meyers, President

STATE OF FLORIDA
COUNTY OF DADE


The foregoing instrument was acknowledged before me this 26th day of March, 1996, by Stuart I. Meyers, as President MELO HOLDINGS, INC., a Florida corporation, the general partner of Pompano Oaks Associates, Ltd., a Florida limited partnership. Stuart I. Meyers is personally known to me.

My Commission Expires:




NOTARY PUBLIC, STATE OF FLORIDA

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


LEON J. WOLFE
Registered Agent
Dated: March 26, 1996

H9800004257

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Stuart I. Meyers, as President of MELO HOLDINGS, INC. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of MELO HOLDINGS, INC., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name THE OAKS AT POMPANO, LTD.
3. The capital contribution of the initial sole limited partner is \$1,000.
4. The Affiant is familiar with the nature of an oath and with the penalties as 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 facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

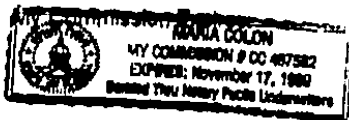
POMPANO OAKS ASSOCIATES, LTD.,
a Florida limited partnership

BY: MELO HOLDINGS, INC.
a Florida corporation

By: 
Stuart I. Meyers, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th day of March, 1986, by Stuart I. Meyers as President of MELO HOLDINGS, INC., a Florida corporation, as general partner of Pompano Oaks Associates, Ltd., a Florida limited partnership. Stuart I. Meyers is personally known to me.




NOTARY PUBLIC, STATE OF FLORIDA

H9800004257

A9600000600

OC 04 5 37 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 00

PUBLIC ACCESS SYSTEM
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((H96000014020 7))

DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: BERMAN WOLFE & RENNERT, P.A.
076103092611

AGCT#:

CONTACT: CHRISTINA DE HOWARTZ
PHONE: (305)977-4186
(305)373-6036

FAX #:

NAME: THE OAKS AT POMPANO, LTD.
AUDIT NUMBER.....H96000014020
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$52.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Updater	OR
Update Verifier	OR
Acknowledgement	OR
W. P. Verifier	OR

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96 OCT -4 PM 4: 05
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TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4 PM 3: 54
DIVISION OF CORPORATIONS

**FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF THE OAKS AT POMPANO, LTD.**

THIS FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF THE OAKS AT POMPANO, LTD. (the "Partnership"), is made as of this 30 day of August, 1996, by and between POMPANO OAKS ASSOCIATES, LTD. ("Partner"), a Florida limited partnership, as general partner, and URBAN POMPANO, INC. ("Urban Pompano"), a Florida corporation.

WHEREAS, the Partner desires to amend the Certificate of Limited Partnership dated as of March 28, 1996 ("Original Agreement"), to provide for the admission of Urban Pompano as a general partner.

In consideration of the mutual covenants herein contained, the parties do hereby agree:

1. **Amendment.** The Original Agreement shall be amended to add the following as a general partner of the Partnership:

URBAN POMPANO, INC. *P96 0000 66050*
c/o The Urban League of Broward County, Inc.
11 N.W. 38th Avenue
Fort Lauderdale, Florida 33311

2. **Confirmation.** In all other respects, the Original Agreement is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, this First Amendment to the Certificate of Limited Partnership has been made and executed on the day first above mentioned.

POMPANO OAKS ASSOCIATES, LTD.

BY: MELO HOLDINGS, INC.,
as General Partner

By: *Jorge Lopez*
Jorge Lopez, Vice President

URBAN POMPANO, INC.,
as General Partner

By: *Donald B. Lowe*

FILED
95 OCT -4 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Document Prepared By:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131-2130
(305) 577-4167

A96000000600

BERMAN WOLFE & RENNERT, P.A.

ATTORNEYS AND COUNSELORS
35TH FLOOR, NATIONSBANK TOWER
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2130

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

PHONE (305) 577-4177
Fax (305) 373-0030

June 13, 1997

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

Re: The Oaks at Pompano, Ltd.

600002216006--7
-06/18/97--01083--001
***1750.00 ***1750.00

Dear Sir/Madam:

Enclosed are the following items:

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 our firm's Real Estate Trust Account Check No. 2016; and,
4. Self-addressed, stamped envelope for return of file-stamped Acknowledgment Copy.

FILED
97 JUN 18 PM 1:00
STATE OF FLORIDA
DIVISION OF CORPORATIONS

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

Name	Thank you.
Availability	
Document Examiner	BOC
Updater	
Updater verifier	
Acknowledgment Encls.	BOC
W. P. Verifier	

Very truly yours,

BERMAN WOLFE & RENNERT, P.A.

Kim R. Greenberg
Legal Assistant

increasing
contributions
to
\$4,113,495.00

A96000000600

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
THE OAKS AT POMPANO, LTD.**

The undersigned, constituting the sole general partners of **THE OAKS AT POMPANO, LTD.**, a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to §620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is **\$4,113,495.00**.

The amount contributed and anticipated to be contributed by the limited partners is **\$4,113,495.00**.

As of this 10th day of June, 1997.

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.

THE OAKS AT POMPANO, LTD. 97
a Florida limited partnership

By: Pompano Oaks Associates, Ltd. 97
a Florida limited partnership, its
Managing General Partner

By: Cornerstone Pompano, Inc. a
Florida corporation,
its General Partner 97

By: Jorge Lopez
Jorge Lopez, Vice President

FILED

STATE OF FLORIDA }
COUNTY OF DADE } ss.:

The foregoing instrument was acknowledged before me on June 12, 1997, by Jorge Lopez, as Vice President of Cornerstone Pompano, Inc., a Florida corporation, the General Partner of Pompano Oaks Associates, Ltd., a Florida limited partnership, the Managing General Partner of THE OAKS AT POMPANO, LTD., a Florida limited partnership, on behalf of said limited partnership. He is personally known by me.

 KIM RAE GREENBERG
My Comm Exp. 10/18/98
Bonded By Service Ins
No. CC414170
 Personally Known Other I.D.

Kim Rae Greenberg
Notary Public,
State of Florida at Large
Name: _____
Title: _____

[NOTARIAL SEAL]

My Commission Expires: