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ACCOUNT NO. : 072100000032

REFERENCE : 927813 4656E

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 87.50

ORDER DATE : April 23, 1996

ORDER TIME : 9:22 AM

ORDER NO. : 927813

CUSTOMER NO: 4656E

500001790465

CUSTOMER: Marlon M. Baker, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

DOMESTIC FILING

NAME: HERITAGE METROWEST LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

4/23/96
BK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE METROWEST LIMITED PARTNERSHIP

THE UNDERSIGNED, constituting all of the general partners of Heritage MetroWest Limited Partnership (the "Partnership"), do hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the formation of the Partnership:

(1) Name. The name of the Partnership shall be Heritage MetroWest Limited Partnership.

(2) Registered Agent. The initial address of the registered office of the Partnership in the State of Florida is 900 Winderley Place, Suite 222, Maitland, Florida 32751-7231. The name of the initial registered agent is Mark Findura at the above address.

(3) General Partner. The name and address of the general partner of the Partnership is:

ACP - Heritage I, Inc.
900 Winderley Place
Suite 222
Maitland, Florida 32751-7231

996000623222

(4) Partnership Address. The office and mailing address for the Partnership shall be 900 Winderley Place, Suite 222, Maitland, Florida 32751-7231.

(5) Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2046.

IN WITNESS WHEREOF, the undersigned do hereby execute this Certificate and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

GENERAL PARTNER:

ACP - Heritage I, Inc.

By: _____

By: _____

Bruce R. Fairty

Its: President

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).


Mark Findura

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, President of the General Partner of Heritage MetroWest Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners is \$1,000.

2. The anticipated additional amount of the capital contributions of the limited partners will be zero at this time.

This 22 day of April, 1996.

FURTHER AFFIANT SAYETH NOT.

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

Bruce R. Fairty, President
of ACP - Heritage I, Inc.,
General Partner of the
Partnership

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of April, 1996, by Bruce R. Fairty, President of the General Partner of the above-referenced Partnership, who is personally known to me and who did take an oath.

M. J. M. M. M.
Notary Public
My Commission Expires

