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Nathan S. Collier
Attorney at Law
820 NW 22 Terrace
Gainesville, Florida 32605
904-375-2152

May 1, 1998

Division of Corporations
POB 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find a Certificate of Limited Partnership and an Affidavit of Capital Contributions along with a check for as follows:

\$1,750 for \$250,000 capital contribution at \$7 per \$1000
\$35 for Designation of the Registered Agent
\$52.50 for a certified copy and
\$8.75 for a certificate under seal
\$1846.25 Total

Please send the acknowledgment to the above address via the enclosed FedEx envelope (Charge #164621898) You may contact me at the above phone number if you have any questions.

Sincerely,

Nathan S. Collier

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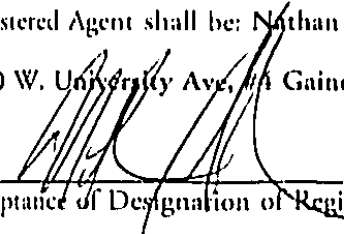
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TALLAHASSEE, FLORIDA

96 MAY -3 PM 3:23

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CERTIFICATE OF LIMITED PARTNERSHIP OF
The Arlington Square / Wisteria Downs Limited Partnership

- 1) Name: The Arlington Square / Wisteria Downs Limited Partnership
- 2) Business address of Limited Partnership: 101 SE 2nd Place, Suite 113, Gainesville, FL 32601
- 3) Registered Agent shall be: Nathan S. Collier of
- 4) 1620 W. University Ave., #4 Gainesville, Florida 32603


5) Acceptance of Designation of Registered Agent by Resident Agent

6) Mailing Address of Limited Partnership: POB 13116 , Gainesville, Florida 32604

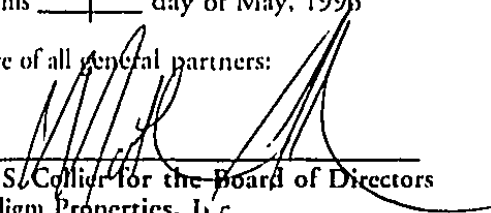
7) The latest date upon which the Limited Partnership is to be dissolved is May 1, 2046

8) Name of General Partners:

Paradigm Properties, Inc. POB 13116 , Gainesville, Florida 32604

Signed this 1 day of May, 1996

Signature of all general partners:


Nathan S. Collier for the Board of Directors
of Paradigm Properties, Inc.

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TALLAHASSEE, FLORIDA

Affidavit of Capital Contributions

The undersigned constituting all the general partners of The Arlington Square / Wisteria Downs Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$250,000. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$250,000.00

Further the Affiant Sayeth Not.

Under penalties of perjury I declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Nathan S. Collier for Paradigm Properties, Inc., as President

This 1 day of May, 1996

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF ALACHUA

I certify that on this day before me, _____, an officer duly authorized in the state and county aforementioned to take acknowledgments, personally appeared Nathan S. Collier who is known to me to be or have been proved to my satisfaction to be, the person described in and who executed the foregoing instrument as Paradigm Properties, Inc, a corporation organized under the laws of Florida. He acknowledged before me that he executed the foregoing instrument as such officer in the name of and on behalf of said corporation and he also affixed thereto the official seal of said corporation.

M. L. H.
Sign Name

MARC SCHNORR
Print Name

Notary Public, State of Florida. My Commission Expires: 1/8/00

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417 E. Magnolia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Arlington Square/
Wisteria Downs
Limited Partnership

REC'D
JUN 1 1967

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED
PARTNERSHIP OF
ARLINGTON SQUARE/WISTERIA DOWNS LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 JUN -4 AM 11:02

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with Florida Department of State on May 3, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Article 8, Name of General Partners is hereby amended in the following way:

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Paradigm Properties, Inc. is deleted as a General Partner, and Arlington Square/Wisteria Downs, Inc., 1620 W University Avenue Suite 4, Gainesville, FL 32603, is added.

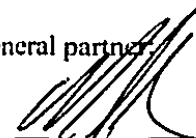
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of current general partner:



Nathan Collier, President, Paradigm Properties, Inc.

Signature of new general partner:



Nathan Collier, President, Arlington Square/Wisteria Downs, Inc.