



Asset Enhancement Through Innovation

Affirmative Equities Company

DOCUMENT COVER SHEET

URGENT

Telephone (212) 925-9600
Fax Number (212) 925-9720

To: Department of State, Division of Corporations
Partnership Registration

Attn: Ms. Diane Cushing

From: Ariadne A. Bender

Date: Wednesday, May 22, 1996

Re: Filing of Certificates of Limited Partnership
for SER Limited Partnerships

MESSAGE

Dear Diane:

Thank you for being so helpful with the Certificates for the SER Limited Partnerships we discussed on the phone (you had them put aside at my request because there were some questions raised by my attorneys about their structure). At this point, it seems that we are ready to proceed with the filing of each of the 20 Certificates so long as the attached Addendum to Certificate of Limited Partnership regarding Restriction of Transferability of Partnership Interests is attached to each prior to filing.

Please let me know if you have any questions, and thanks again for all of your help. My number is (212) 925-9600.

Ariadne Bender

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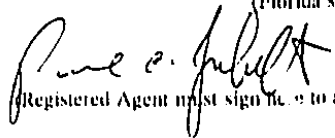
CERTIFICATE OF LIMITED PARTNERSHIP

1. SER Rollingwood II, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")

2. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida, 32822
(Business address of Limited Partnership)

3. Paul C. Jubelt
(Name of Registered Agent for Service of Process)

4. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida 32822
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign to accept designation as Registered Agent for Service of Process)

6. c/o Affirmative Management, Inc., 5850 T.G. Lee Blvd., Suite 650, Orlando, Florida 32822
(Mailing address of Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: May 3, 2026

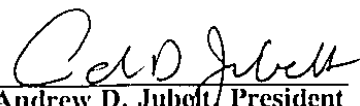
8. Names(s) of general partner(s): Southeast Residential Corp. F9600000 2485
Street address: c/o Affirmative Equities Company, L.P., 120 Wooster Street, New York,
New York 10012

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

Signed this 3rd day of May, 1996.

Signature of all general partner(s):

Southeast Residential Corp.,
a Delaware corporation

By: 
Andrew D. Jubelt President

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MAY 3 1996
FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of SER Rollingwood II, Ltd.,
a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is **\$200.00**

The total amount contributed and anticipated to be contributed by the limited partners at this
time totals **\$200.00.**

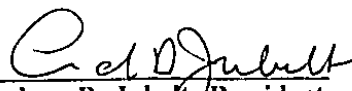
Signed this 3rd day of May, 1996.

FURTHER AFFIANT SAYETH NOT

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

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96 MAY 29 3:00

**Southeast Residential Corp.,
a Delaware corporation**

By: 
Andrew D. Jubelt, President

ADDENDUM TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SER Rollingwood II, Ltd.

PARTNERSHIP INTERESTS IN SER Rollingwood II, Ltd. SHALL NOT BE
TRANSFERRABLE EXCEPT UNDER THE LIMITED CIRCUMSTANCES SET
FORTH IN ITS PARTNERSHIP AGREEMENT.

Signature of all general partner(s):

Southeast Residential Corp.,
a Delaware corporation

By : Andrew D. Jubel
Andrew D. Jubel, President

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