

DEUTSCH & ASSOCIATES, P.A.
CORPORATION

DEUTSCH & ASSOCIATES, P.A.

100 WEST THIRD AVENUE
SUITE 800
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (305) 761-7200
TELECOPIER (305) 762-7100

May 31, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

BUSSEN

Attention: Limited Partnership Section

RE: Articles of Limited Partnership
Midland Lakes, Ltd.

Gentlemen:

You will find enclosed the following documents for filing:

1. Certificate of Limited Partnership with Affidavit of Limited Partners Contribution annexed.

You will also find enclosed this firm's check in the amount of \$1,837.50 representing the following:

A. Filing fee:	\$1,750.00
B. Registered Agent fee:	\$ 35.00
C. Certified copy:	\$ 52.50
Total	\$1,837.50

Please file the enclosed documents and forward to our office the certified copy as soon as possible.

If there are any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

Kathryn R. Craven, CLA
Certified Legal Assistant

C. TAX
FILING 1,750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL \$1,837.50
/krc
Enclosures
BALANCE DUE
RECEIVED

300001854848
06/06/96--01110--020
***1837.50 ***1837.50

FILED
MAY 31 PM 2:19
SECTION OF CORPORATIONS

FILED
MAY 31 PM 1:50
SECTION OF CORPORATIONS

FILED
MAY 31 PM 2:24
SECTION OF CORPORATIONS

3960000 27278

CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP made this 4th day of May, 1996 by MIDLAND LAKES DEVELOPMENT CORPORATION, a Florida corporation, herein referred to as the "General Partner", in order to comply with Section 620.108 of the Florida Limited Partnership Act.

ARTICLE I

NAME OF LIMITED PARTNERSHIP

The name of this limited partnership is MIDLAND LAKES, LTD.

ARTICLE II

RESIDENT AGENT

The address of the office and the name and address of the agent for service of process required to be maintained by virtue of Section 620.105, Florida Statutes:

BRIAN C. DEUSCHLE
~~CHRISTOPHER D. HALE, ESQUIRE~~
800 SE 3rd Avenue
Suite 500
Fort Lauderdale, FL 33316

ARTICLE III

GENERAL PARTNER

The name and business address of the GENERAL PARTNER is:
The name and business address of ~~MIDLAND LAKES, LTD.~~
MIDLAND LAKES DEVELOPMENT CORPORATION
~~MIDLAND LAKES, LTD.~~
800 SE 3rd Avenue
Suite 500
Fort Lauderdale, FL 33316

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 2:24

ARTICLE IV

LIMITED PARTNERSHIP ADDRESS

The mailing address of the Limited Partnership is

800 SE 3rd Avenue
Suite 500
Fort Lauderdale, FL 33316

ARTICLE V

TERM OF PARTNERSHIP

Unless sooner terminated, liquidated or dissolved by law, this Partnership shall remain in existence until December 31, 2020.

ARTICLE VI

CAPITALIZATION

The General Partner shall receive a credit to its capital account of \$50,000.00 representing prepaid organizational expenses. The Limited Partnership interest shall be divided into 50 Limited Partnership units of \$10,000.00 each. Accordingly, each Limited Partners' capital account will be credited to the extent of the number of Limited Partnership units he or she acquired.

ARTICLE VII

AFFIDAVIT OF CONTRIBUTION

An Affidavit setting forth the amount of capital contributions by Limited Partners and the amount anticipated to be contributed by Limited Partners is appended hereto and made a part

RECEIVED
JAN 31 PM 2:24
FILED STATIONS

hereof an Exhibit "A".

IN WITNESS WHEREOF, the General Partner has executed this
Certificate of Limited Partnership the 14th day of May, 1996.

Signed sealed and delivered
in the presence of:

MIDLAND LAKES DEVELOPMENT
CORPORATION, a Florida corporation
as General Partner

[Signature]
Witness

By

[Signature]
BRIAN C. DEUSCHLE
President

[Signature]
Witness

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 2:24

STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

14th day of May, 1996, by BRIAN C. DEUSCHLE, as President of
MIDLAND LAKES DEVELOPMENT CORPORATION, the General Partner of
Midland Lakes, Ltd., who is personally known to me or who produced
a [Signature] as identification.

Witness my hand and official seal in the County and State
last aforesaid; this 14th day of May, 1996.

KATHLEEN R. CRAVEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES
JANUARY 11, 1997

[Signature]
NOTARY PUBLIC STATE OF FLORIDA

Print Name

Commission Number

My Commission Expires:

AFFIDAVIT OF CONTRIBUTION

STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared BRIAN C. DEUSCHLE, as President of Midland Lakes Development Corporation, the General Partner of Midland Lakes, Ltd. ("Affiant"), who, after having been first duly sworn by me upon his oath, deposes and says as follows:

1. Affiant is the President of Midland Lakes Development Corporation, the General Partner of Midland Lakes, Ltd., a Florida limited partnership, and has personal knowledge of the facts and matters herein deposed to.

2. That Affiant hereby declares and certifies that the capital contributions of Limited Partners to MIDLAND LAKES, LTD. are as follows:

CAPITAL CONTRIBUTIONS PRESENTLY CONTRIBUTED:

None

CAPITAL CONTRIBUTIONS ANTICIPATED TO BE CONTRIBUTED:

\$500,000.00

FURTHER AFFIANT SAITH NAUGHT.

LADE IN WITNESS WHEREOF, Affiant has set his hand this day of May, 1996.

Brian C. Deuschle
BRIAN C. DEUSCHLE, President
MIDLAND LAKES DEVELOPMENT
CORPORATION, THE GENERAL PARTNER
OF MIDLAND LAKES, LTD.

SWORN TO AND SUBSCRIBED before me this LADE day of May, 1996.

Notary Public
NOTARY PUBLIC STATE OF FLORIDA

Print Name

Commission Number

My Commission Expires: