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LAW OFFICES
ZIEGLER & GINSBURG
PROFESSIONAL ASSOCIATION
370 MINOCHA AVENUE, SUITE 21
CORAL GABLES, FLORIDA 33134

EDWIN M. GINSBURG
S. HARVEY ZIEGLER

May 31, 1996

FILED
96 JUN -6 PM 4:26
TELEPHONE: (305) 444-5070
FACSIMILE: (305) 444-3037

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

RE: Vista Lakes Homes Limited Partnership

Gentlemen:

Enclosed please find original and one copy of Certificate of Limited Partnership of Vista Lakes Homes Limited Partnership, for filing with the Secretary of State of Florida. Also enclosed are the Affidavit of Capital Contributions, and the Designation of Registered Agent Form.

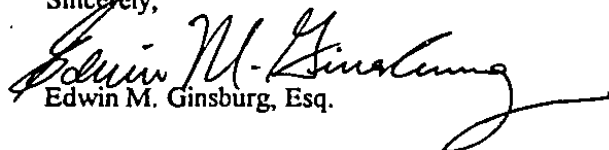
Our check in the amount of \$1837.50 is enclosed to cover filing fees and costs as follows:

- \$1,750.00: Filing Fee - Certificate of Limited Partnership
- 52.50: Fee - for return of Certified Copy of Certificate of Limited Partnership to undersigned
- 35.00: Filing Fee - Designation of Registered Agent form
- \$1,837.50: TOTAL AMOUNT ENCLOSED**

Please return a certified copy of the Certificate of Limited Partnership to the undersigned, in the enclosed, self-addressed, stamped envelope.

Thank you for your kind cooperation, and should you have any questions or comments, please telephone the undersigned, collect.

Sincerely,


Edwin M. Ginsburg, Esq.

EMG/res
Enclosures

Name	KWM
Address	
City	KWM
State	KWM
Zip	KWM
Phone	KWM
Fax	KWM
E-mail	KWM

CERTIFICATE OF LIMITED PARTNERSHIP
OF

FILED
96 JUN -6 PM 4:25

PARTNERSHIP NAME AND BUSINESS/
MAILING ADDRESS: **VISTA LAKES HOMES LIMITED**
11934 S.W. 78TH TERRACE
MIAMI, FL 33177

REGISTERED AGENT: **RICHARD A. DAVENPORT**
11934 S.W. 208TH TERRACE
MIAMI, FL 33177

SIGNATURE OF REGISTERED
AGENT, (evidencing his acceptance
of designation as Registered Agent
for Service of Process):



RICHARD A. DAVENPORT

The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2005.

Name of general partner(s):

Specific address:

RICHARD A. DAVENPORT

11934 S.W. 208th Terrace
Miami, FL 33177

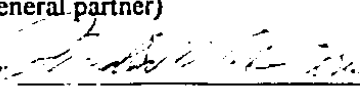
11940000771743
VISTA DEVELOPMENT, INC.,
a Florida corporation

9130 S.W. 78th Court
Miami, FL 33156

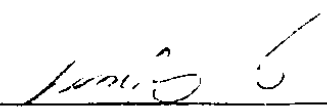
Signed this 31 day of May, 1996.

Signature of all general partners:

VISTA DEVELOPMENT, INC.,
a Florida corporation
(general partner)

By: 

Michael C. Christopher, President



RICHARD A. DAVENPORT
(general partner)

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A
FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited partnership is: **VISTA LAKES HOMES LIMITED.**
2. The name of the registered agent is: **RICHARD A. DAVENPORT.**
3. The address of the registered agent/registered office is: **11934 S.W. 208th Terrace
Miami, FL 33177**

Dated: May 31, 1996

VISTA LAKES HOMES LIMITED,
a Florida limited partnership

VISTA LAKES HOMES LIMITED,
a Florida limited partnership

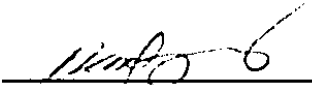
By: **Vista Development, Inc., a
Florida corporation, general partner**

By: 
Michael C. Christopher,
President

By: 
Richard A. Davenport, general partner

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above limited partnership, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard A. Davenport
11934 S.W. 208th Terrace
Miami, FL 33177

Dated: May 31, 1996

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of **VISTA LAKES HOMES LIMITED**, a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is: \$977,253.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals: \$977,253.00.

FURTHER AFFIANTS SAYETH NOT.

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

SIGNED this 31 day of May, 1996

Name and signature of general partner(s):

Specific address:




RICHARD A. DAVENPORT

11934 S.W. 208th Terrace
Miami, FL 33177

VISTA DEVELOPMENT, INC.,
a Florida corporation


9130 S.W. 78th Court
Miami, FL 33156

By: 

Michael C. Christopher, as President

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, on the date set forth above.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



OFFICIAL SEAL
ROBIN E. SANDERS
My Commission Expires
April 29, 1997
Comm No CC 281557

[NOTARIAL SEAL]