

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
904 221-0111
904 221-0111

000-142-8086

A96000001231



PRIESTER HILL
TELECOMMUNICATIONS SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 004915 100967A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 28, 1996

ORDER TIME : 12:19 PM

ORDER NO. : 004915

CUSTOMER NO: 100967A

CUSTOMER: Dr. Robert Cornfeld
DR. ROBERT CORNFELD

3850 Hollywood Boulevard, #400
Hollywood, FL 33021

DOMESTIC FILING

NAME: BRIAR HILL FLORIDA LTD.

C. TAX FILING 52.50
R. AGENT FEE 37.00
C-COPY 52.50
TOTAL 142.00
N. BANK
BALANCE DUE
REFUND

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

96 JUN 28 PM 4:07
SECURITY
OFFICE

100001886641
-07/08/96--01071--008
****140.00 ****140.00

mic

6/28/96

B.K.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BRIAR HILL FLORIDA LTD.**

WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq. of the Florida Statutes, do hereby certify

1. The name of the entity under which the Limited Partnership is to be conducted is BRIAR HILL FLORIDA LTD.

2. The address of the office of the Limited Partnership is 3850 Hollywood Boulevard, Suite 400, Hollywood, Florida 33021.

3. The agent for service of process upon the Limited Partnership is ROBERT M. CORNFELD, whose address is 3850 Hollywood Boulevard, Suite 400, Hollywood, Florida 33021.

4. The name and business address of the sole general partner of the Limited Partnership is CAMBRIDGE ASSET MANAGEMENT, INC., a Florida corporation, 3850 Hollywood Boulevard, Suite 400, Hollywood, Florida 33021.

5. The name and business address of the limited partner of the Limited Partnership is:

NAME OF LIMITED PARTNER

ADDRESS OF LIMITED PARTNER

FLORIDA APARTMENT
MANAGEMENT LTD.,
a Florida Limited Partnership

3850 Hollywood Boulevard
Suite 400
Hollywood, FL 33021

6. The mailing address of the Limited Partnership is 3850 Hollywood Boulevard, Suite 400, Hollywood, Florida 33021.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2030.

DATED this 26 day of June, 1996.

GENERAL PARTNER:

CAMBRIDGE ASSET MANAGEMENT, INC., a
Florida corporation

By: _____

ROBERT M. CORNFELD, President

LIMITED PARTNER:

FLORIDA APARTMENT MANAGEMENT LTD., a
Florida Limited Partnership

By: CAMBRIDGE ASSET MANAGEMENT,
INC., a Florida corporation, sole General
Partner

By: _____

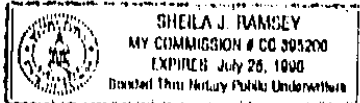
ROBERT M. CORNFELD, President

(notarial acknowledgment continues on next page)

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2 day of June, 1996 by ROBERT M. CORNFELD, as President of CAMBRIDGE ASSET MANAGEMENT, INC., a Florida corporation, on behalf of the corporation, who is personally known to me and who did not take an oath.

My Commission Expires:



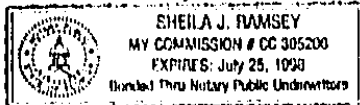
Notary Public, State of Florida

Print Name: SHEILA J. RAMSEY

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2 day of June, 1996 by ROBERT M. CORNFELD, as President of CAMBRIDGE ASSET MANAGEMENT, INC., a Florida corporation, sole General Partner of FLORIDA APARTMENT MANAGEMENT LTD., a Florida Limited Partnership, on behalf of the partnership, who is personally known to me and who did not take an oath.

My Commission Expires:



Notary Public, State of Florida

Print Name: SHEILA J. RAMSEY

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for BRIAR HILL FLORIDA LTD., a Florida Limited Partnership.

Robert M. Cornfeld
ROBERT M. CORNFELD
Registered Agent

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared ROBERT M. CORNFELD ("Affiant"), who being first duly sworn, upon oath, states as follows:

1. That Affiant is the President of CAMBRIDGE ASSET MANAGEMENT, INC., a Florida corporation ("Corporation"), and is duly authorized to execute this Affidavit on behalf of the Corporation.

2. That the Corporation is the sole general partner of BRIAR HILL FLORIDA LTD., a Florida Limited Partnership (the "Limited Partnership") and FLORIDA APARTMENT MANAGEMENT LTD., a Florida Limited Partnership is the sole limited partner of the Limited Partnership.

3. That the amount of the capital contribution of the limited partner and the amount anticipated to be contributed by the limited partner is as follows:

Amount contributed:	\$ 200.00
Total amount anticipated to be contributed:	0.00
Total anticipated limited partner contributions:	\$200.00

FURTHER AFFIANT SAYETH NOT.

Robert M. Cornfeld
ROBERT M. CORNFELD -- Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 26 day of June, 1996, by ROBERT M. CORNFELD, Affiant who is personally known to me and who did take an oath.

My Commission Expires:

Sheila J. Ramsey
Notary Public, State of Florida

SHEILA J. RAMSEY

Print Name: _____

