

ONE HAYS STREET
TALLAHASSEE, FL 32301-2001

800-142-B086



PRESTIDIAL
TELEPHONIC ACCOUNT NO. : 072100000012

REFERENCE : 01469B 6469B

AUTHORIZATION :

COST LIMIT : \$ PD

5400001111111111
07/16/96-01119-004
****140.00 ****140.00

ORDER DATE : July 10, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 01469B

CUSTOMER NO: 6469B

CUSTOMER: Marlin J. Spear, Legal Asst

MAGUIRE VOORHIS & WELLS, P.A.

P. O. Box 633

Orlando, FL 32802

IAA _____
HJNG 52.50
AGENT FEE 35.00
COPY 52.50
TOTAL 140.00
BANK _____
BALANCE DUE _____
COUNT _____

811 13 01 13 19

BK

7/10/96

DOMESTIC FILING

NAME: WENSOUTH ORLANDO, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

File
2nd

BK

WenSouth Orlando, Ltd.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner filed this Certificate of Limited Partnership of WenSouth Orlando, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to 5620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act")

1. Name. The name of the Limited partnership is WenSouth Orlando, Ltd.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

WenVent, Inc.
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Rashid A. Khatib
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

5. Partnership Mailing Address. The mailing address for the limited partnership is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is June 30, 2026.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and


7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this

certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act

Executed this 26th day of July, 1996

WenVest, Inc., General Partner

By:


Rashid A. Khatib,
President


U.S. TAX RETURN REQUIRED

WenBouth Orlando, Ltd.

ACCEPTANCE OF REGISTERED AGENT

Having been named an Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 26 day of July, 1996.



Rashid A. Khatib,
Registered Agent

WenSouth Orlando Ltd.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner of WenSouth Orlando, Ltd. declares the total amount of the Capital Contributions of the Limited Partner to the Limited Partnership to be One Thousand and no/100 Dollars (\$1,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partner to the Limited Partnership to be One Thousand and no/100 Dollars (\$1,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

WenVest, Inc.,
a Florida corporation

Date: July 9, 1996

By: Rashid A. Khatib, President

A9600000 1302

HARLEE, PORCHES, HAMLIN, KNOWLES, BALD & PROUTY, P.A.
ATTORNEYS AT LAW

KIMBERLY ALARIO BALD
BARRETT B. HELL
BRIELLY A. GALLAGHER
CURTIS D. HAMLIN
JOHN P. HARLEE, III
TIMOTHY A. KNOWLES
BRIAN B. KRAIER
JOSEPH L. MAJMY, C.P.A.
MARK A. NELSON
GREGORY J. PORCHES
STEVEN W. PROUTY
STEPHEN W. THOMPSON

1208 MANATEE AVE. W.
BRADENTON, FLORIDA 34209

August 4, 1997

Via Federal Express

MAILING ADDRESS: P.O. BOX 6327
BRADENTON, FLORIDA 34209
TELEPHONE (844) 248-3763
TELECOM (844) 248-4163
E-MAIL: LAW@HarleePorches.com

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

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

300002258133--1
-08/05/97--01065--001
***1750.00 ***1750.00

RE: Strategic Housing Investment Partners 1997-A, Ltd.
OFN: 4881-12

Dear Sir/Madam:

Enclosed you will please find check #1008 in the amount of \$1,750.00 for filing fees for the attached Supplemental Affidavit of Capital Contributions for Strategic Housing Investment Partners 1997-A, Ltd.

Upon filing, please forward the evidence of filing to my offices. If you have any questions concerning the enclosed, please call me at this office.

Very truly yours,



Candace E. Drinkard
Assistant to Curtis D. Hamlin, Esq.

/ced
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 5 PM 3:38

A97-1302

KWM

85

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR STRATEGIC
HOUSING INVESTMENT PARTNERS 1997-A, LTD.**

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the sole General Partner of STRATEGIC HOUSING INVESTMENT PARTNERS 1997-A, LTD., a Florida limited partnership, (the "Partnership") executed this supplemental affidavit filed pursuant to Section 620.112, Florida Statutes.

This Affidavit is made to supplement and replace the Affidavit of Capital Contributions filed on behalf of the Partnership on June 15, 1997.

The actual amount of capital contributions to date of the Limited Partners is \$2,318,000.00.

Dates as of the 1st day of July, 1997.

FURTHER AFFIANT SAYETH NOT

Under the penalties of perjury the undersigned does declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

ESKO AFFORDABLE HOUSING, INC., a Florida corporation, General Partner of STRATEGIC HOUSING INVESTMENT PARTNERS 1997-A, LTD., a Florida limited partnership

By: James C. Jenkins
James C. Jenkins, as Vice-President

The foregoing instrument was acknowledged before me this 2nd day of July, 1997, by James C. Jenkins, as Vice President of ESKO AFFORDABLE HOUSING, INC., a Florida corporation, as General Partner of STRATEGIC HOUSING INVESTMENT PARTNERS 1997-A, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnership. He is personally known to me.



TRACY DONALDSON
My Commission CC477140
Expires Jun 28, 1999
Bonded by MAI
800-422-1555

Tracy Donaldson
Notary Public, State of Florida
(Type or Print Notary Name Here)