1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086

A96000001325

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 986241 8891A

AUTHORIZATION :

COST LIMIT : $ PREPAID

95 JUN 13 AM 8:28

ORDER DATE : June 13, 1996

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-07/22/96--01084--017
***1837.50 ***1837.50

ORDER TIME : 10:36 AM

ORDER NO. : 986241

CUSTOMER NO: 8891A

6961A-000[illegible]34

CUSTOMER: Ms. Teri Collins
AMATO ANDERSON & WEBER

Suite 200
350 Fifth Avenue S.
Naples, FL 33940

W96000012658

DOMESTIC FILING

NAME: EMBASSY WOODS [FLORIDA]
LIMITED PARTNERSHIP

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: Daniel W Leggett

EXAMINER'S INITIALS: BK

S. TAX	
FILING	1750
R. AGENT FEE	[illegible]
C. COPY	[illegible]
TOTAL	[illegible]
N. BANK	
BALANCE DUE	
REFUND	

6/13

6/13/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

EMBASSY WOODS [FLORIDA] LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is EMBASSY WOODS [FLORIDA] LIMITED PARTNERSHIP.

2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2375 Tamiami Trail North, Suite 300, Naples, FL 33940.

3. Agent for Service of Process. The name and address of the Partnership's agent for service of process in Florida is Joseph R. Locker, Jr., 350 Fifth Avenue South, Suite 200, Naples, Florida 33940.

4. General Partner. The name and business address of the General Partner in the Limited Partnership is as follows:

Name	Business Address
P96000046366 EWGP, Inc. a Florida corporation	2375 Tamiami Trail North Suite 300 Naples, Florida 33940

5. Address of Partnership. The mailing address of the Limited Partnership is 2375 Tamiami Trail North, Suite 300, Naples, FL 33940.

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is June 10, 2016.

7. Effective date. This certificate will become effective, and the Limited Partnership will be formed, upon the date of filing with the Florida Department of State.

Dated: June 11, 1996

Embassy Woods [Florida]
Limited Partnership

By: EWGP, Inc.
General Partner

By: _____
Eli Baron,
Vice-President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THE ARTICLES OF LIMITED PARTNERSHIP, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 620.192, FLORIDA STATUTES.

_____
Joseph R. Locker, Jr.

A F F I D A V I T

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, personally appeared ELI BARON, hereinafter referred to as "Affiant", who first being duly sworn, deposes and states the following:

1. Affiant is the Vice-President of EWGP, Inc., a Florida corporation, which is the General Partner of EMBASSY WOODS [FLORIDA] LIMITED PARTNERSHIP, a Florida Limited Partnership .

2. The names of the limited partners of EMBASSY WOODS [FLORIDA] LIMITED PARTNERSHIP and the amounts of the capital contribution of each limited partner are as follows:

Limited Partner	Capital Contribution
EMBASSY WOODS [ONTARIO] LIMITED PARTNERSHIP, an Ontario Limited Partnership	$3,000.000.00
BARON FAMILY HOLDINGS, INC., a Florida Corporation	$3,000,000.00

No additional limited partner contributions are anticipated.

3. The purpose of this Affidavit is to comply with Florida Statute Section 620.108

FURTHER AFFIANT SAYETH NAUGHT.

ELI BARON

Sworn to and subscribed before me this 12th day of June, 1996, by ELI BARON, who ✓ is personally known to me or _____ who has produced _____ as identification and who did take an oath.

My Commission Expires:

NOTARY PUBLIC (Seal)

OFFICIAL NOTARY SEAL
TERI KIM COLLINS
COMMISSION NUMBER
CC487063
MY COMMISSION EXP.
AUG. 8,1999