

A96000001343

1900 GLADES ROAD
SUITE 200
BOCA RATON, FLORIDA 33431

SAMUEL S. OSI
ATTORNEY AT LAW

(561) 394-0777
FACSIMILE (561) 394-0888

July 15, 1996

VIA UPS NEXT DAY AIR

Attorneys' Title Insurance Fund, Inc.
Attn: Order Department
660 E. Jefferson Street
Suite 200
Tallahassee, Florida 32301
(800) 848-7890
(904) 222-2705
(904) 681-3646 - Fax

Return to
R WRSAP
B/K 7/16/96

NO. TAX	_____
FILING	1750.00
AGENT FEE	25.00
COPY	8.75
TOTAL	1793.75
N. BANK	_____
BALANCE DUE	_____
RETRND	_____

05 JUL 15 PM 4:15

Re: Gardens on the Fairway

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State, please find the following documents:

500001901885
-07/23/96--01088--011
***1793.75 ***1793.75

1. Gardens on the Fairway, Inc.

(a) Articles of Incorporation. I have enclosed a copy to be file stamped by the Florida Secretary of State.

(b) Check number 1076, in the amount of \$78.75, made payable to the Florida Secretary of State, to pay for the filing fees and a certificate of good standing. I do not require a certified copy, as the stamped copy and standard letter from the Florida Secretary of State will do.

Once filed, please obtain a Certificate of Status for me for Gardens on the Fairway, Inc.

2. Gardens on the Fairway, Ltd.

(a) Certificate of Limited Partnership. I have enclosed a copy to be file stamped by the Florida Secretary of State.

(b) Check number 1076, in the amount of \$1,793.75, made payable to the Florida Secretary of State, to pay for the filing fees, registered agent designation fees and certificate of status.

B/K
7/16/96

July 15, 1996
Page - 2 -

Once filed, please obtain a Certificate of Status for me for Gardens on the Fairway, Ltd.

Please file Gardens on the Fairway, Inc. first, followed by Gardens on the Fairway, Ltd. Please call me with confirmation that both entities have been filed. Also, please return my stamped copies of the documents, as filed, together with the Secretary of State's filing letter and certificates of status, by return overnight courier, such as FedEx or UPS Next Day Air.

Thank you for your assistance and cooperation. If you have any questions, please let me know.

Sincerely,



SAMUEL SUSI

SS:pmh
Enclosures

95 JUL 15 PM 4:15
SECRETARY OF STATE
CORPORATION DIVISION

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GARDENS ON THE FAIRWAY, LTD.

Pursuant to the authority of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of GARDENS ON THE FAIRWAY, LTD. (the "Partnership"), does hereby submit the following information:

1. The name of the Partnership is:

GARDENS ON THE FAIRWAY, LTD.

2. The initial address of the registered office for the service of process is:

7900 Glades Road, Suite 420, Boca Raton, Florida 33434

3. The name of the initial registered agent is:

MICHAEL TOPPEL

3. The name and address of the sole general partner is:

GARDENS ON THE FAIRWAY, INC., a Florida corporation
7900 Glades Road
Suite 420
Boca Raton, Florida 33434

4. The principal office and mailing address for the Partnership shall be:

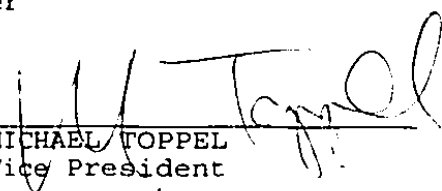
7900 Glades Road
Suite 420
Boca Raton, Florida 33434

5. The latest date upon which the limited partnership is to dissolve shall be:

December 31, 2046

The undersigned has hereunto executed this Certificate and attached an Affidavit declaring the amount of capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

GARDENS ON THE FAIRWAY, INC., a Florida corporation, as general partner

By: 
MICHAEL TOPPEL
Vice President

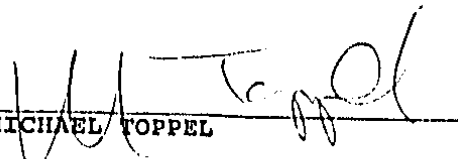
Dated: 7/15, 1996

96 JUL 15 PM 4: 15
SECRETARY OF STATE
STATE OF FLORIDA

796000 59500

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, as registered agent, appointed in accordance with the foregoing certificate, does hereby accept such appointment, and does hereby state that he/she is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).


MICHAEL TOPPEL

Dated: 7/15, 1996

95 JUL 15 PM 4: 15
SECRETARY OF STATE
CORPORATION DIVISION

AFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared the authorized officer of GARDENS ON THE FAIRWAY, INC., a Florida corporation, the sole general partner of GARDENS ON THE FAIRWAY, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn certified as follows:

1. The amount of capital contributions of the limited partners is \$- 5,300,000 -

2. The anticipated amount of any additional capital contribution of the limited partners is \$-0-

Dated this 15th day of July, 1996.

GARDENS ON THE FAIRWAY,
Florida corporation, as general partner

By: [Signature]
MICHAEL TOPPEL
Vice President

RECORDED
INDEXED
JUL 16 1996
PM 4:15
CLERK OF DISTRICT COURT

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 15th day of July, 1996, by MICHAEL TOPPEL, Vice President of GARDENS ON THE FAIRWAY, INC., a Florida corporation, as general partner of GARDENS ON THE FAIRWAY, LTD., who is personally known to me and did take and oath.

[Signature]
Notary Public
State and County Aforesaid

My Commission Expires:

Sept 25, 1999

