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TALLAHASSEE, FL 32301-3607  
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**A96000001529**

RECEIVED  
96 AUG 16 AM 11:25  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 056128 81522A

AUTHORIZATION :

400001926824  
-08/20/96--01114--007  
\*\*\*1837.50 \*\*\*1837.50

COST LIMIT : \$ PREPAID

ORDER DATE : August 16, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 056128

CUSTOMER NO: 81522A

CUSTOMER: Gerald J. Biondo, Esq  
MURAI WALD & BIONDO

900 Ingraham Building  
25 S. E. Second Avenue  
Miami, FL 33131

FILED STATE  
SECRETARY OF CORPORATIONS  
96 AUG 16 AM 11:51

DOMESTIC FILING

NAME: CAROL CITY GARDEN APARTMENTS,  
LTD.

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: Lori R. Dunlap

EXAMINER'S INITIALS:

J. TAX  
FILING 1750.00  
R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 1837.50  
N. BANK  
BALANCE DUE

8/16/96  
BR

CERTIFICATE OF LIMITED PARTNERSHIP OF  
CAROL CITY GARDEN APARTMENTS, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 8 AM 11:57

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

1. The name of the Partnership is CAROL CITY GARDEN APARTMENTS, LTD., a Florida limited partnership.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 8585 Sunset Drive, West Atrium, Miami, Florida 33143.
4. The name and principal place of business of the General Partner is as follows:

General Partner: Carol City Garden Apartments, Inc.  
8585 Sunset Drive  
West Atrium  
Miami, Florida 33143

996000046401

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2016, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partners is \$300,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is: Keith Ward  
8585 Sunset Drive  
West Atrium  
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 5<sup>th</sup> day of August, 1996.

GENERAL PARTNER:

CAROL CITY GARDEN APARTMENTS, INC.

By: [Signature]  
Keith Ward, President

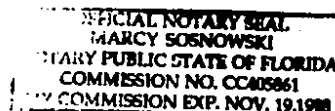
STATE OF FLORIDA )  
): ss.  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 1996 by KEITH WARD, as President of Carol City Garden Apartments, Inc., on behalf of the corporation. He is personally known to me or has produced personally known as identification.

[Signature]  
NOTARY PUBLIC,  
STATE OF FLORIDA  
Print name: Marcy Sosnowski  
Commission No.: CC 405861

My Commission expires:

G:\GREEN\WARD\CERT.LP



CERTIFICATE OF REGISTERED AGENT  
OF  
CAROL CITY GARDEN APARTMENTS, LTD.

FILED STATE  
SECRETARY OF CORPORATIONS  
96 AUG 16 AM 11:57

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That CAROL CITY GARDEN APARTMENTS, LTD. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Limited Partnership, at City of Miami, County of Dade, State of Florida, has named Keith Ward, 8585 Sunset Drive, West Atrium, Miami, Florida 33143, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 5<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
Keith Ward

AFFIDAVIT

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 16 AM 11:57

STATE OF FLORIDA    )  
                          ): ss.  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority personally appeared KEITH WARD, who being duly sworn deposes and states as follows:

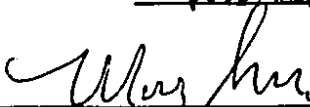
1. That he is the President of CAROL CITY APARTMENTS, INC., the sole general partner in the partnership known as CAROL CITY GARDEN APARTMENTS, LTD.

2. That the capital of the Partnership is \$300,000.00, all of which was contributed by the limited partners. No additional contributions are anticipated at this time.

Further Affiant sayeth naught.

  
\_\_\_\_\_  
KEITH WARD

The foregoing instrument was acknowledged before me this 5th day of August, 1996 by KEITH WARD, who is personally known to me or who has produced personally known as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA  
Print name: Marcy Sosnowski  
Commission No.: CC405861

My Commission expires:  
11/19/98

G:\GREER\WARD\CERT.LP

OFFICIAL NOTARY SEAL  
MARCY SOSNOWSKI  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC405861  
COMMISSION EXP. NOV. 19, 1998