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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (305)462-3300

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NAME: THE PALMS APARTMENTS, LTD.
AUDIT NUMBER.....H96000014307
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
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FAX AUDIT NO. H96000014307

THE PALMS APARTMENTS OF WEST PALM BEACH, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

1. The name of the Limited Partnership is THE PALMS APARTMENTS OF WEST PALM BEACH, LTD.

2. The office of the Limited Partnership is at 23458 Torre Circle, Boca Raton, FL 33433 and the name and address of the agent for service of process is Jonathan L. Lichtman, 100 N.E. 3rd Avenue, Suite 1100, Fort Lauderdale, FL 33301.

3. The name and business address of the General Partner is:

PL Apartments, Inc.
23458 Torre Circle
Boca Raton, FL 33433

P96000083709

4. The mailing address of the Limited Partnership is 23458 Torre Circle, Boca Raton, FL 33433.

5. The latest date upon which the Limited Partnership is to dissolve is 30 years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the parties have executed this Certificate as of October 10, 1998.

PL APARTMENTS, INC.
GENERAL PARTNER

By: 

Jonathan J. Lichtman, President

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TALLAHASSEE, FLORIDA

PREPARED BY:
Jonathan J. Lichtman, Esq.
FL Bar #0717053
English, McCaughan & O'Bryan, P.A.
100 N.E. 3rd Avenue, Suite 1100
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(954)462-3300

FAX AUDIT NO. H96000014307

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FAX AUDIT NO. H96000014307

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of THE PALMS APARTMENTS OF WEST PALM BEACH, LTD., as made in the foregoing Certificate of Limited Partnership.

Date: 10/10/96

By: 
Jonathan J. Lichtman

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FAX AUDIT NO. H96000014307

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JONATHAN J. LICHTMAN, President of PL Apartments, Inc., constituting all the General Partners of THE PALMS APARTMENTS OF WEST PALM BEACH 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 \$1,000.00.
2. The anticipated amount of capital to be contributed is \$1,000.00.

This 10th day of October, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER

PL APARTMENTS, INC.

By: _____

Jonathan J. Lichtman, President

STATE OF FLORIDA
COUNTY OF BROWARD
DATE: OCTOBER 10, 1996

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JONATHAN J. LICHTMAN, President of PL Apartments, Inc., General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of October 1996

Patrice A. Hunter
NOTARY PUBLIC

My Commission Expires:



PATRICE A. HUNTER
MY COMMISSION & COMMISSION EXPIRES
JUNE 1, 1998
BANKERS TRUST COMPANY, INC.

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FAX AUDIT NO. H96000014307

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W. G. K. S.
NORTH EAST WIND
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BOCA RATON, FLORIDA 33432-6090

TELEPHONE (861) 391-8899
FACSIMILE (861) 391-9944

May 6, 1997

State of Florida
Division of Corporations
Limited Partnership Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Palms Apartments of West Palm Beach, Ltd.

Dear Sir or Madam:

Enclosed please find, in duplicate original, a Supplemental Affidavit of Capital Contributions for The Palms Apartments of West Palm Beach, Ltd.

You will also find enclosed a check in the amount of \$1,750.00 to cover the fees for such increase in capital.

Once the Affidavit is processed, please return the enclosed copy acknowledged as filed.

Should you have any questions or require any additional information, please do not hesitate to contact the undersigned.

Very truly yours,

Patrice A. Hunter

Patrice A. Hunter
Corporate Paralegal

Name	Patrice A. Hunter
Availability	ASB
Document Examiner	AR
Updater	AR
Update Verifier	AR
Acknowledgment	AR
W. P. Verifier	AR

/pah
Enclosures (check)

cc: Jonathan J. Lichtman, Esq.

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of THE PALMS APARTMENTS OF WEST PALM BEACH, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", executed this Supplemental Affidavit pursuant to Section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners to date is \$1,100,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER

PL APARTMENTS, INC.

By: 

Jonathan J. Lichtman, President

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