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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117475 5011226

AUTHORIZATION :

Patricia Pysick

COST LIMIT : \$ 140.00

FILED STATES
SECRETARY OF CORPORATIONS
96 OCT 11 AM 12:13

ORDER DATE : October 11, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 117475

CUSTOMER NO: 5011226

CUSTOMER: Ms. Melissa L. Fox
GRAY HARRIS & ROBINSON

000001971330

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: OVIEDO V, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 X CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

BRC

10/11/96

RECEIVED
96 OCT 11 AM 10:51
DIVISION OF CORPORATION

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
OVIDO V, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 11 PM 2:13

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution entered into as of the 10th day of October, 1996, by and between LINCOLN COMMERCIAL PROPERTIES, INC., a Florida corporation, as General Partner, and LYDER R. JOHNSON and TERRY B. JOHNSON as Original Limited Partners of OVIDO V, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is Oviedo V, Ltd.
2. Address and Office. The address and office of the Partnership shall be 2648 West State Road 434 W., Longwood, Florida 32779. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process on the Partnership shall be Lyder R. Johnson, whose address is 2648 West State Road 434 W., Longwood, Florida 32779.
4. Name and Business Address of General Partner. The General Partner is LINCOLN COMMERCIAL PROPERTIES, INC., a Florida corporation. The address of the General Partner is 2648 West State Road 434 W., Longwood, Florida 32779. Rt Jc 3'850
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is P.O. Box 916464, Longwood, Florida 32791.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2036.
7. Right to Sell or Assign. The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNER

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT 11 PM 2:13

LINCOLN COMMERCIAL PROPERTIES, INC., a Florida corporation, the sole General Partner of OVIEDO V, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is:

<u>Limited Partners</u>	<u>Capital Contribution</u>
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Lyder R. Johnson	\$590.00
Terry B. Johnson	\$400.00

2. The total amount anticipated to be contributed by the Limited Partners is \$990.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

LINCOLN COMMERCIAL
PROPERTIES, INC., a Florida corporation

By: 
Lyder R. Johnson, its President

mlw\lcp.lp

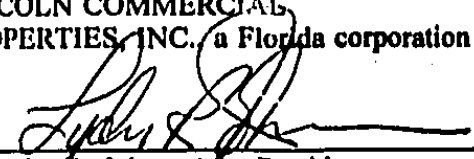
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:

GENERAL PARTNER:

LINCOLN COMMERCIAL
PROPERTIES, INC., a Florida corporation

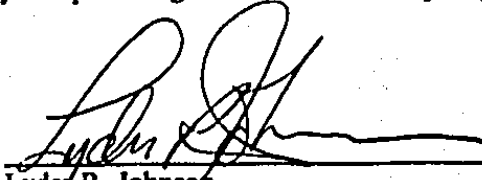


By: 
Lyder R. Johnson, its President

FILED STATE
SECRETARY OF CORPORATIONS
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of OVIEDO V, LTD., I hereby accept and agree to act in this capacity.


Lyder R. Johnson