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OF COUNSEL

October 17, 1996

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Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

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-10/18/96--01091--001
***1837.50 ***1837.50

Re: CARLISLE AT NAPLES LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed please find original and copy of Certificate of Limited Partnership for the above referenced limited partnership together with check in the amount of \$1,837.50 representing filing fee (\$1,750.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). Please file said Certificate of Limited Partnership and return to us a certified copy of the same as soon as possible.

Sincerely,

Gerald J. Biondo

Gerald J. Biondo

Name	
Availability	
	GJB:afd
Project ref:	MARCUS\SMALWOOD\
Enclosure	
	Enclosures
Number	100
Unit ref	
Author	
W. no. / engement	ENC
W. P. Verifier	CCC

FILED
OCT 18 PM 2:30
CLERK OF DISTRICT COURT
JULIA A. STEIN, CLERK
TALLAHASSEE, FLORIDA

TC
\$5,625,000.00

A96000001958

CERTIFICATE OF LIMITED PARTNERSHIP
OF CARLISLE AT NAPLES, LTD.

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 CARLISLE AT NAPLES, 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 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134.

4. The name and principal place of business of the General Partner is as follows: PC16000096034

General Partner: Carlisle at Naples, Inc.
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

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 cash contributed by the Limited Partners is \$5,625,000.00.

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:

Lloyd J. Boggio
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 16th day of October, 1996.

GENERAL PARTNER:

CARLISLE AT NAPLES, INC.

By: [Signature]
Lloyd J. Boggio, Vice President

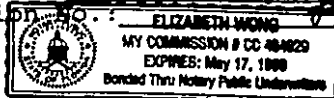
STATE OF FLORIDA)
): ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of October, 1996 by Lloyd J. Boggio, as Vice President, of Carlisle at Naples, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

[Signature]
NOTARY PUBLIC,
STATE OF FLORIDA

Print name: Elizabeth Wong
Commission No. _____

My Commission expires: 5/17/99
G:\MARCUS\SMALWOOD\CERT.LP



CERTIFICATE OF REGISTERED AGENT
OF
CARLISLE AT NAPLES, LTD.

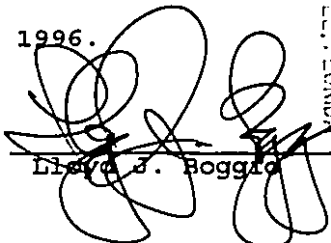
In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That CARLISLE AT NAPLES, 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 Coral Gables, County of Dade, State of Florida, has named Lloyd J. Boggio, 2121 Ponce de Leon Blvd., Penthouse, Coral Gables, Florida 33134, 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 16th day of October, 1996.


Lloyd J. Boggio

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6 OCT 18 PM 2:30

AFFIDAVIT

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

BEFORE ME, the undersigned authority personally appeared LLOYD J. BOGGIO, who being duly sworn deposes and states as follows:

1. That he is the Vice President of CARLISLE AT NAPLES, INC., the sole general partner in the partnership known as CARLISLE AT NAPLES, LTD.

2. That the capital of the Partnership is \$5,625,000.00, all of which was contributed by the limited partners. No additional contributions are anticipated at this time.

Further Affiant sayeth naught.

LLOYD J. BOGGIO

The foregoing instrument was acknowledged before me this 16th day of October, 1996 by Lloyd J. Boggio, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC,
STATE OF FLORIDA

Print name: Elizabeth Wong

Commission No. _____

My Commission expires: 5/17/99

