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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HERITAGE RURAL HOUSING, INC.

ACCT#: 074723003716

CONTACT: EVA M. HEWINS

PHONE: (407)799-4080

FAX #: (407)799-0233

NAME: AZALEA OAKS LTD. *Group*

AUDIT NUMBER.....H96000014735

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 3

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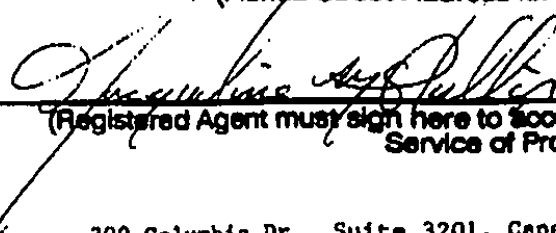
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF

H96000014735

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TALLAHASSEE, FLORIDA

1. Azalon Oaks Group, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 300 Columbia Dr., Suite 3201, Cape Canaveral, FL 32920
(The Business Address of Limited Partnership)
3. Jacqueline McPhillips
(Name of Registered Agent for Service of Process)
4. 300 Columbia Dr., Suite 3201, Cape Canaveral, FL 32920
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)
6. 300 Columbia Dr., Suite 3201, Cape Canaveral, FL 32920
(The Mailing Address of the Limited Partnership.)
7. The latest date upon which the Limited Partnership is to be dissolved is 10/18/2036

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

SM Partners Group I, Inc. <i>P46000076538</i>	<u>300 Columbia Dr., Suite 3201</u>
	<u>Cape Canaveral, FL 32920</u>
Harper Properties, Inc. <i>5502717</i>	<u>2310 Lakeland Hills Blvd.</u>
	<u>Lakeland, FL 33805</u>

This instrument prepared by:

Gregory A. Popp, Esq. FL. Barr No. 0220531
450 Challenger Road
Cape Canaveral, FL 32920 Ph. (407) 799-4090

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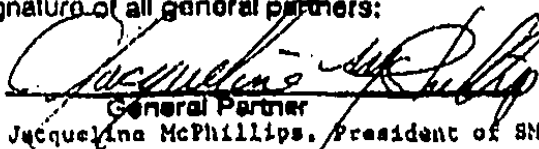
HERITAGE CO

PAGE 83

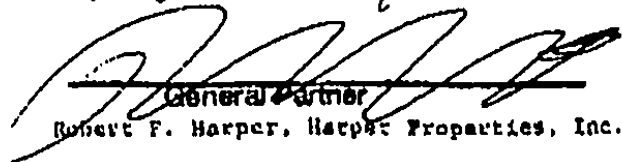
PAGE 03

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Signed this 18th day of October, 1996
Signature of all general partners:


General Partner
Jacqueline McPhillips, President of SM Partners Group I, Inc.

General Partner


General Partner
Robert F. Harper, Harper Properties, Inc.

General Partner

General Partner

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of
Asulea Oaks Group, Ltd., a Florida Limited Partnership, certify as fol-
lows:

The amount of capital contributions to date of the limited partners is \$ 1,000.

The total amount contributed and anticipated to be contributed by the limited partners
at this time totals \$ 1,000.

This 18th day of October, 19 96.

FURTHER AFFIANT SAYETH NOT.

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


General Partner

Jacqueline McPhillips, President of SM Partners Group I, Inc.

General Partner

General Partner

Robert F. Harper IV, of Harper Properties, Inc.

General Partner

General Partner


General Partner

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STRAKA AND ASSOCIATES, INC.
Affordable Housing Development

April 9, 1997

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

RE: Annual Filings
Certificate of Amendment

Please find enclosed several annual reports to be filed, with Certificate of Good Standing requested. Please return these certificates to the address listed below. Also enclosed, please find a certificate of first amendment to limited partnership for Azalea Oaks Group, Ltd. Please file the original and return a stamped copy to the address listed below.

Thank you in advance for your assistance.

Sincerely,

Cynthia L. Rentz

Cynthia L. Rentz

Enclosures

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Acknowledger	<i>JE</i>
W. P. Verifier	<i>JE</i>

405-F Atlantis Road
Cape Canaveral, FL 32920
Phone (407) 799-4900 • Fax (407) 799-9117

**CERTIFICATE OF FIRST AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

AZALEA OAKS GROUP, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on October 22, 1996, adopts the following certificate of first amendment to its certificate of limited partnership:

FIRST: Article No. 2 (Business Address of Limited Partnership) is amended as follows:

405-F Atlantis Road
Cape Canaveral, Florida 32920

SECOND: Article No. 3 (Registered Agent) is amended as follows:

Christopher J. Straka

THIRD: Article No. 6 (Mailing Address of Limited Partnership) is amended as follows:

405-F Atlantis Road
Cape Canaveral, FL 32920

FOURTH: Article No. 8 (General Partners) is amended as follows:

Harper Properties, Inc., is hereby deleted as a general partner.

SM Partners Group I, Inc., is the sole general partner,
with the following specific address:

405-F Atlantis Road
Cape Canaveral, FL 32920.

FIFTH: This certificate of first amendment shall be effective at the time of its filing with the Florida Department of State.

SIXTH: Signed this 8th day of April, 1997.

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DIVISION OF CORPORATIONS
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Azalea Oaks Group, Ltd.



Christopher J. Straka, Vice President
SM Partners Group I, Inc.

A96000001965

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Affordable Housing Development

April 9, 1997

Florida Department of State
Corporations Division
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