

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 349, Tallahassee, FL 32302
 TOLL FREE 1-800-341-8062
 FAX (904) 224-1212

A96000002028

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten signature/initials

G. TAX FILING 17.50
 R. AGENT FEE 3.5
 C. COPY _____
 TOTAL 17.85
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

Handwritten: B/K 10/21/94

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>Handwritten signature</i>	_____	_____

WALK-IN Will Pick Up 1031 1200

_____ Capital Express™	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
_____ () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S -	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone () _____	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Rep.	_____	_____
_____ FAX () _____	_____	_____
SUBTOTALS _____		_____

96 OCT 31 PM 1:50
 96 OCT 31 AM 10:13
 DIVISION OF CORPORATIONS

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 11/1/94

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	400001996574--4
	11/15/96 01154-002
	***1785.00 ***1785.00
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOARDWALK OF ALAFAYA TRAIL, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 PM 1:58

1. The name of the limited partnership is BOARDWALK ALAFAYA TRAIL, LTD.

2. The address of the office at which the records required by Florida Statutes section 620.106 will be kept and the name of the agent for service of process, whose address is the same as that of the office, all as required by Florida Statutes section 620.105, are as follows:

Steven M. Chamberlain
1 SE First Avenue
Gainesville, Florida 32601

3. The name and business address of the sole general partner and the mailing address of the limited partnership is as follows:

Boardwalk at Alafaya Trail, Inc.
2630 N.W. 41st Street
Suite C-2
Gainesville, FL 32605

P96000089557

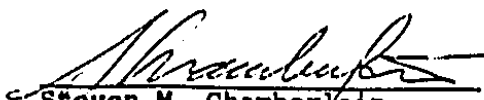
4. The latest date upon which the partnership is to dissolve is December 31, 2070.

GENERAL PARTNER:
BOARDWALK AT ALAFAYA TRAIL, INC.

by: 
Steven M. Chamberlain, President
October 30, 1996

ACCEPTANCE OF OBLIGATIONS
AS REGISTERED AGENT FOR
BOARDWALK AT ALAFAYA TRAIL, LTD.

By my signature below I hereby accept the duties as registered agent of BOARDWALK AT ALAFAYA TRAIL, LTD., acknowledge that my address for service of process is 1 SE First Ave, Gainesville, Florida 32601, and acknowledge that I am familiar with the duties of a registered agent.


Steven M. Chamberlain
October 30, 1996

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Steven M. Chamberlain, who is personally known to me and who did not take an oath and acknowledged that he executed the above document.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of October 1996.

My Commission expires:


NOTARY PUBLIC
State of Florida at Large



LINDA L. BELL
MY COMMISSION & COINSURE EXPIRES
July 9, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 PM 1:50

AFFIDAVIT AS TO CONTRIBUTIONS

Being duly sworn, I hereby state that the following is true:

1. My name is Steven M. Chamberlain
2. I am the president of Boardwalk at Alafaya Trail, Inc., which is the sole general partner of Boardwalk at Alafaya Trail, Ltd. a Florida limited partnership.
3. I hereby declare that the amount of capital contributions of the limited partners and the amount anticipated to be contributed to such partnership is \$1,000,000.


Steven M. Chamberlain, as President
of Boardwalk at Alafaya Trail, Inc.,
the sole general partner of
Boardwalk at Alafaya Trail, Ltd.
October 30, 1996

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STATE OF FLORIDA
COUNTY OF ALACHUA

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My Commission expires:


NOTARY PUBLIC
State of Florida at Large



LINDA L. BELL
MY COMMISSION # CC46660 EXPIRES
July 9, 1999
BONDED THRU TROY FARM INSURANCE, INC.

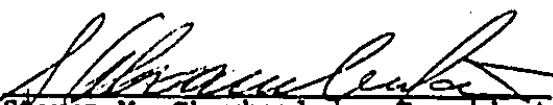
FILED
SECRETARY OF CORPORATIONS
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CONSENT TO USE OF DECEPTIVELY SIMILAR NAME

Consent is hereby given to Boardwalk at Alafaya Trail, Ltd. to use such name even though it is deceptively similar to the name of the undersigned.

BOARDWALK AT ALAFAYA TRAIL, INC.

by:


Steven M. Chamberlain, President

10/30/96