CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite [illegible], Tallahassee, FL [illegible]01, (904) 224-8870
Mailing Address: Post Office Box [illegible]049, Tallahassee [illegible]
TOLL FREE: 800-3[illegible]-8062
FAX (904) 222-12[illegible]

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 $ _____

_____ of _____

RE: [illegible]

		DISBURSED
___ 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 Prep.		
___ FAX ( ) pgs.		
SUBTOTALS		

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

96 OCT 31 PM 1:50
OFFICE OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. TAX _____
FILING 1750
R. AGENT FEE 35
C. COPY _____
TOTAL 1785
N. BANK _____
BALANCE DUE _____
REFUND _____

BK 10/31/96

FEE		$
DISBURSED		$
SURCHARGE	400001996574--4 11/05/96 01154-002 ***1785.00 ***1785.00	
TAX on corporate supplies		$
SUBTOTAL		$
PREPAID		$
BALANCE DUE		$
_____		$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN
Will Pick Up 1031 [illegible]

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

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

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

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

1. The name of the limited partnership is BOARDWALK OF 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

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

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:

Linda L. Bell
NOTARY PUBLIC
State of Florida at Large

LINDA L. BELL
MY COMMISSION # CC [illegible] EXPIRES
July 8, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

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.

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

Steven M. Chamberlain, as President
of Boardwalk at Alafaya Trail, Inc.,
the sole general partner of
Boardwalk at Alafaya Trail, Ltd.
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 # CC466690 EXPIRES
July 9, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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

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