

A96000002229

FEDERAL EXPRESS

Consolidated Management Properties, Inc.
24500 Chagrin Boulevard, Suite 200
Beachwood, Ohio 44122
216-464-5130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 DEC -3 AM 11:28

December 2, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

.. TAX	_____
FILING	52.50
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	140.00
N. BANK	_____
BALANCE DUE	_____

35

12/6/96

Re: To be filed first: 1. "Rislake General Partner Corporation"
To be filed last: 2. "Rislake Apartments Limited Partnership"

Dear Sir/Madam:

100002026001--3
-12/11/96--01047--017

Please FILE FIRST the enclosed original and one ~~copy~~ ^{copy} of the Articles of Incorporation and the Certificate of Designation - Registered Agent/Registered Office regarding the following corporation:

"Rislake General Partner Corporation"

A check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

Please FILE SECONDLY the enclosed original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for Florida Limited Partnership regarding the following limited partnership:

"Rislake Apartments Limited Partnership"

A check in the amount of One Hundred Forty Dollars (\$140.00) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

For your convenience, a completed Federal Express envelope has been attached to return all filed documents and Certified Copies. Please note, we have covered the costs regarding delivery.

Thank you for your cooperation and should you have any questions, please do not hesitate to contact me at 216-464-5130.

Sincerely,

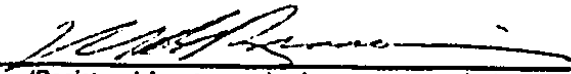
Mindy Spero

encl.

486400054782

CERTIFICATE OF LIMITED PARTNERSHIP **OF**

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 DEC -3 AM 11:28

1. Rislake Apartments Limited Partnership
 (Name of Limited Partnership; must contain a suffix such as "Limited",
 "Ltd.", or "Limited Partnership")
2. 24500 Chagrin Boulevard, Suite 200, Beachwood, Ohio 44122
 (Business address of Limited Partnership)
3. William B. Risan
 (Name of Registered Agent for Service of Process)
4. 111 73rd Avenue, St. Petersburg, Florida 33702
 (Florida street address for Registered Agent)
5. 
 (Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 24500 Chagrin Boulevard, Suite 200, Beachwood, Ohio 44122
 (Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is Fifty (50) years.

8. Name of general partner(s):	Specific address:
Rislake General Partner Corporation <i>9960000 12/24</i>	24500 Chagrin Boulevard, Ste. 200 Beachwood, Ohio 44122

Signed this 2nd day of December, 19 96.

Signature of all general partners:


General Partner
 Rislake General Partner Corporation
 BY: Robert G. Risan, Vice President

 General Partner

 General Partner

General Partner

 General Partner

 General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
96 DEC -3 AM 11:28

The undersigned constituting all of the general partners of
Rislake Apartments Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is
\$ 0.00 .

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals \$ 7,500.00 .

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the
foregoing and know the contents thereof and that the facts stated
herein are true and correct.

Rislake General Partner
Corporation

General Partner
BY: Robert G. Risan, Vice President

General Partner

General Partner

General Partner

General Partner

General Partner

This 2nd day of December , 19 96 .

A96000002229

111 73rd Avenue North
St. Petersburg, Florida 33702

FEDERAL EXPRESS
December 11, 1996

Ms. Brenda Tadlock
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Rislake Apartments Limited Partnership
Document #A96000002229

Dear Ms. Tadlock:

Pursuant to your earlier telephone conversation with my assistant, Mindy Spero, we request that the "Business address of Limited Partnership" and "Mailing address of Limited Partnership" listed in the filed Certificate of Limited Partnership of the above-referenced Florida limited partnership be changed to the following address:

111 73rd Avenue North
St. Petersburg, Florida 33702


Please note, during said conversation, Ms. Spero was informed that a change in the business/mailling address of the limited partnership did NOT necessitate an Amendment to the filed Certificate of Limited Partnership. Rather a letter, such as this that requests the changes and is signed by a general partner in the limited partnership, is sufficient and proper.

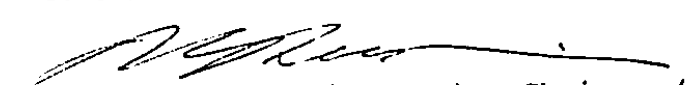
In order that our files remain current, please send written confirmation that this alteration has been completed.

In the interim, I have also attached one (1) copy of said letter in order that a date and time-stamped copy of the filing be IMMEDIATELY returned to us. For your convenience, a completed Federal Express envelope has been provided. Please note, we have covered all expenses regarding delivery.

Thank you for your cooperation and should you have any questions, please do not hesitate to contact me at (813) 522-3998.

Very truly yours,


General Partner - Rislake General Partner Corporation


BY: William B. Risan, its Chairman/Secretary
encl.

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12/12

A96000002229

111 73rd Avenue North
St. Petersburg, Florida 33702

December 12, 1996

Ms. Brenda Tadlock
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Rislake Apartments Limited Partnership
Document #A96000002229

Dear Ms. Tadlock:

Pursuant to your earlier telephone conversation with my assistant, Mindy Spero, we request that the "Specific address" of the general partner, "Rislake General Partner Corporation" listed in #8 of the filed Certificate of Limited Partnership of the above-referenced Florida limited partnership be changed to the following address:

111 73rd Avenue North
St. Petersburg, Florida 33702

Please note, said address change has been filed with your office, and for your review, I have attached a copy of our correspondence requesting the change, as well as the written confirmation of said address change from your office. Please speak with Ms. Shank with any questions.

Please note, Ms. Spero was informed that a change in the address does NOT necessitate an Amendment to the filed Certificate of Limited Partnership. Rather a letter, such as this that requests the change and is signed by a general partner in the limited partnership, is sufficient and proper.

As discussed, in order that our files remain current, please send written confirmation by fax to (813) 525-4778 that the alteration has been completed. Furthermore, please send the original by mail to:

William B. Risman
111 73rd Avenue North
St. Petersburg, Florida 33702

Thank you for your cooperation and should you have any questions, please do not hesitate to contact me at (813) 522-3998.

Very truly yours,

General Partner - Rislake General Partner Corporation

BY: William B. Risman, its Chairman/Secretary
encl.

WBR
12/12