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1201 HANS STREET
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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193065 6258A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyjunt

FILED
95 DEC 18 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 18, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 193065-005

CM

CUSTOMER NO: 6258A

500002032645--5

CUSTOMER: Dennis P. Cronin, Esq
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC FILING

NAME: AVILA LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
96 DEC 18 AM 11:27
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP OF

AVILA LIMITED PARTNERSHIP

A Florida Limited Partnership

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TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. **NAME OF LIMITED PARTNERSHIP.** The name of the Partnership is **AVILA LIMITED PARTNERSHIP.**

2. **OFFICE FOR MAINTENANCE OF BUSINESS RECORDS.** The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes § 620.106 is:

5415-A Jaeger Road
Naples, FL 34109

3. **AGENT FOR SERVICE OF PROCESS.** The name and address of the Partnership's agent for service of process in Florida is:

Dennis P. Cronin, Esq.
1167 Third Street South, Suite 107
Naples, Florida 34102

4. **GENERAL PARTNER.** The name and business address of the General Partner in the Limited Partnership is:

995-12104
Brentwood Development Group, Inc.
5415-A Jaeger Road
Naples, FL 34109

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TALLAHASSEE, FLORIDA

5. **MAILING ADDRESS OF PARTNERSHIP.** The mailing address of the Limited Partnership is:

5415-A Jaeger Road
Naples, FL 34109

6. **DATE OF DISSOLUTION.** The latest date upon which the Limited Partnership shall dissolve is the thirtieth (30th) anniversary of the commencement of this Partnership.

7. **EFFECTIVE DATE.** This Certificate will become effective and the Limited Partnership will be formed on the date this Certificate of Limited Partnership is filed.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by
the sole General Partner of the AVILA LIMITED PARTNERSHIP this 16th day of December,
1996.

Brentwood Development Group, Inc.
General Partner

By: 

William F. Focht, Vice-President

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56 DEC 16 AM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the AVILA LIMITED PARTNERSHIP, a Florida Limited Partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent



Dennis P. Cronin, Esq.
1167 Third Street South
Suite 107
Naples, FL 34102

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the Vice-President of the corporation that is the sole General Partner of the AVILA LIMITED PARTNERSHIP, declares that the capital contributions of the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

See attached Schedule A

2. It is not anticipated at this time that there will be future capital contributions made by Limited Partners.

Dated: December 16th, 1996.

Brentwood Development Group, Inc.
General Partner

By: [Signature]
William Freucht, Vice-President

STATE OF FLORIDA)

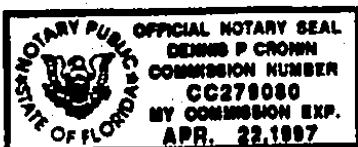
COLLIER COUNTY)

Before me personally appeared William Freucht, to me personally known or who produced as identification and who executed the foregoing instrument as Vice-President of the above named Avila Limited Partnership, and who acknowledged to and before me that he executed said instrument as such President and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 16th day of December, 1996.

My Commission Expires:

[Signature]
Notary Public



**AVILA LIMITED PARTNERSHIP
SCHEDULE A**

<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Interest</u>
<u>General Partner:</u>		
Brentwood Development Group, Inc. 5415-A Jaeger Road Naples, FL 34109	\$1,500	50%
<u>Limited Partner:</u>		
Kenneth D. Goodman, Trustee of the Avila Land Trust dated December 3, 1996	\$1,500	50%
TOTAL	<u>\$3,000</u>	<u>100%</u>

* Limited Partner to receive \$33,000 per unit for each of the 53 units to be developed in Grey Oaks.

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TALLAHASSEE, FLORIDA

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CHARLES M. KELLY, JR.
BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED WILL
TRUSTS AND ESTATES LAWYER
MASTER OF LAWS IN ESTATE PLANNING
CERTIFIED PUBLIC ACCOUNTANT

KATHLEEN C. PASSADINE
BOARD CERTIFIED REAL ESTATE LAWYER

R. SCOTT PRICE
ANDREW G. SIKUT

ATTORNEYS AT LAW

GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK

SUITE 315

2640 GOLDEN GATE PARKWAY
NAPLES, FLORIDA 34105-3203

TELEPHONE
(941) 261-3153

TELECOMMER
(941) 261-5711

JASON H. KORN

OF COUNSEL

RONALD A. LISAK*

*ALSO ADMITTED IN ILLINOIS

September 5, 1997

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


800002287149--6
-09/08/97--01113--004
****105.00 ****105.00

Dear Sir/Madam:

Please file the enclosed "Amendment to the Certificate of Limited Partnership of Avila Limited Partnership". You will find enclosed a check for \$105.00 which should cover the filing fee of \$52.50. The remaining \$52.50 is for certified copies to be returned to me. Please expedite the filing as soon as possible and return the certified copies in the pre-addressed Federal Express package you find enclosed.

Thank you for your assistance.

Very truly yours,


Ronald A. Lisak
RAL/ml

Enclosures

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FILED
57 SEP -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96-2361

Name	AL
Availability	AL
Document Examiner	AL
Updater	AL
Updater Verifier	AL
Acknowledgment	AL
W. P. Verifier	AL

**AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP
OF AVILA LIMITED PARTNERSHIP,
a Florida Limited Partnership**

THE UNDERSIGNED, constituting the former, removed, sole general partner and the current sole general partner of Avila Limited Partnership, a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on December 18, 1996 hereby amends said Certificate of Limited Partnership of the Partnership as follows:

1) Sections 2, 3, 4, 5 and 6 are hereby amended to read as follows:

"2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes 620.106 is:

5100 Tamiami Trail North
Suite 158
Naples, Florida 34103

3. Agent for Service of Process. The name and address of the Partnership's agent for service of process in Florida is:

R. Scott Price, Esq.
Kelly, Price, Passidomo & Siket
2640 Golden Gate Parkway
Suite 315
Naples, Florida 34105

4. General Partner. The name and business address of the General Partner in the Limited Partnership is:

BDG-Avila at Grey Oaks, Inc., a Florida corporation ("BDG")
5100 Tamiami Trail North
Suite 158
Naples, Florida 34103

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TALLAHASSEE, FLORIDA

997-67245

5. Mailing Address of Partnership. The mailing address of the Limited Partnership is:

5100 Tamiami Trail North
Suite 158
Naples, Florida 34103

6. Date of Dissolution. The latest date upon which the Limited Partnership shall dissolve is December 31, 2001.

- 2) Except as expressly provided herein, all of the terms and provisions of the Certificate of Limited Partnership shall remain in full force and effect and are hereby ratified and confirmed.
- 3) This amendment is being filed within thirty (30) days after the removal of the former general partner, Brentwood Development Group, Inc., a Florida corporation, and substitution of the undersigned BDG as the sole general partner of the Partnership, with the consent and agreement of all of the partners of the Partnership that said removal and substitution does not dissolve the Partnership and that the business of the Partnership shall continue with the undersigned BDG as the sole general partner. Said removal and substitution occurred on Sept 9, 1997.

The execution of this certificate by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of the Partnership this 9th day of Sept, 1997.

BRENTWOOD DEVELOPMENT
GROUP, INC., removed former
general partner of the Partnership

By: [Signature]
Arthur Shafran, President

BDG - AVILA AT GREY OAKS, INC.,
sole general partner of the Partnership

By: [Signature]
Arthur Shafran, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for AVILA LIMITED PARTNERSHIP, a Florida Limited Partnership (the "Limited Partnership") in the foregoing Amendment to the Certificate of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent

[Signature]
R. Scott Price, Esq.
Kelly, Price, Passidomo & Siket
2640 Golden Gate Parkway
Suite 315
Naples, Florida 34105

FILED
07 SEP -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA