

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Thomasville, GA 32550 (904) 234-0070
 Mailing Address: P.O. Box 10000, Thomasville, GA 32550
 TOLL FREE: 1-800-345-3452
 FAX: (904) 234-1234

AR6000002401 of Arbitration at Cypress Meadows
Partnership

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 \$ _____

File 3rd please!

C. FAX FILING _____
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
 V. BANK _____
 BALANCE DUE _____
 (RETURN)

mjl
12/20/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 1/20 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN 10:00 *WJ*
 Will Pick Up

	C.C. FEE.	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 B.		
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 900002038449--2		
UCC 11 Search -12/26/96--01052--002		
UCC 11 Retrieval ***140.00 ***140.00		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

RECEIVED
 DIVISION OF CORPORATIONS
 96 DEC 20 MID: 05

RECEIVED
 DIVISION OF CORPORATIONS
 96 DEC 20 MID: 43

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 15 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
THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP
a Florida limited partnership**

FILED STATE
SECRETARY OF CORPORATIONS
95 DEC 20 AM 10:05

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act and in accordance with the requirement of F.S. 620.108, hereby states:

1. The name of the Partnership is: **THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP.**

2. The address of the office of the Partnership is: **401 Providence Road, Brandon, Florida 33511.**

3. The name and address of the agent for service of process on the Partnership is: **John S. Inglis, c/o Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.**

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

**THE LANDINGS AT CYPRESS MEADOWS CORPORATION
491 Providence Road
Brandon, Florida 33511**

P 96000102727

5. The mailing address of the Partnership is: **401 Providence Road, Brandon, Florida 33511.**

6. The latest date upon which the Partnership shall dissolve is: **December 31, 2021.**

7. The purpose of the Partnership shall consist solely of the following: (a) to own a general partnership interest in a general partnership engaged in the ownership, operation, leasing and management of a residential apartment complex known as The Landings at Cypress Meadows located in Hillsborough County, Florida (the "Property"), pursuant to and in accordance with this Certificate of Limited Partnership; and (b) to engage in such other lawful activities permitted to limited partnerships by the Florida Revised Uniform Limited Partnership Act as are incidental, necessary or appropriate to the foregoing.

8. Notwithstanding any other provision of this Certificate and any provision of law that otherwise so empowers the Partnership, the Partnership shall not, without the unanimous consent of all partners, do any of the following:

(a) engage in any business or activity other than set forth in Paragraph 7 hereof;

(b) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the \$17,000,000.00 loan on the Property from NationsBanc Mortgage Capital Corporation and the Mortgage and Security Agreement securing the same (the "First Mortgage") and normal trade accounts payable in the ordinary course of business;

(c) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the First Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(d) dissolve or liquidate, in whole or in part;

(e) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(f) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Partnership or a substantial part of property of the Partnership or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take partnership action in furtherance of any such action; or

(g) amend the Certificate of Limited Partnership or Partnership Agreement of the Partnership.

9. The Partnership shall: (a) maintain books and records and bank accounts separate from those of any other person; (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets; (c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity; and (d) hold regular partnership meetings, as appropriate, to conduct the business of the Partnership, and observe all other partnership formalities.

FILED STATE
SECRETARY OF CORPORATIONS
DEC 20 AM 10:05

The Partnership shall not: (a) commingle its assets or funds with those of any other person; or (b) guarantee or pay the debts or obligations of any other person.

10. It is the intent of the General Partner of this limited partnership that the Partnership be formed at the time of the filing of this Certificate with the Florida Department of State.

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 General Partner of The Landings at Cypress Meadows Limited Partnership on this 10th day of October, 1995.

"GENERAL PARTNER"

THE LANDINGS AT CYPRESS MEADOWS CORPORATION

By: 

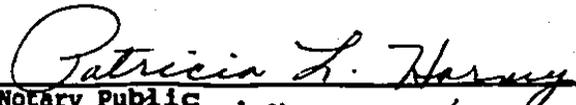
Warren Kinsler
Vice President and Secretary
of The Landings at Cypress
Meadows Corporation
General Partner of The
Landings at Cypress Meadows
Limited Partnership

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by WARREN KINSLER, the Vice President and Secretary of The Landings at Cypress Meadows Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me.



PATRICIA L. HARVEY
My Commission CC560196
Expires Jun. 09, 2000


Notary Public
Name: PATRICIA L. HARVEY
My Commission Expires: 6/9/2000

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC 20 AM 10:05

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 20 AM 10:05

Having been named as statutory registered agent for THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent in line with F.S. 620.105(2).

"REGISTERED AGENT"

John S. Inglis

JOHN S. INGLIS
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., #2800
Tampa, Florida 33602
(813) 229-7600

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19 day of December, 1996, by JOHN INGLIS, as Registered Agent, who is personally known.

Lari G. Ash

Notary Public

Print: Lari G. Ash

My Commission Expires:



LARI G. ASH
My Commission Expires
Expires Dec. 12, 1998
Created by NPS
800-455-1888

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC 20 AM 10:05

BEFORE ME, the undersigned authority, personally appeared **WARREN KINSLER**, the Vice President and Secretary of The Landings at Cypress Meadows Corporation, as General Partner of THE LANDINGS AT CYPRESS MEADOWS LIMITED PARTNERSHIP (the "Partnership"), who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, cash and property having a value of \$ 1,000.00.
2. It is not anticipated that additional capital contributions will be made by the Limited Partners.

Under penalties of perjury, the undersigned as an authorized agent of the General Partner declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

"GENERAL PARTNER"

THE LANDINGS AT CYPRESS MEADOWS CORPORATION

By: _____


Warren Kinsler
Vice President and Secretary
of The Landings at Cypress
Meadows Corporation
General Partner of The
Landings at Cypress Meadows
Limited Partnership

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of December, 1996, by WARREN KINSLER, the Vice President and Secretary of The Landings at Cypress Meadows Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me.



PATRICIA L. HARVEY
My Commission C0880188
Expires Jun. 09, 2000

Patricia L. Harvey
Notary Public
Name: PATRICIA L. HARVEY
My Commission Expires: 6/9/2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 AM 10:05