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FILING COVER SHEET

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:49

REFERENCE: 0151.2409

DATE: 5-7-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

900002515969--1
-05/07/98--01104--005
***1855.00 ***1855.00

TELEPHONE: 222-1173

SUBJECT: Carlisle Lakes, Ltd.

RECEIVED
98 MAY -7 AM 11:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 4032 FOR $ 1,855.00

PLEASE FILE:

( ) ARTICLES OF INC.	(X) AMENDMENT	( ) DISSOLUTION
( ) ANNUAL REPORT	( ) MERGER	( ) WITHDRAWAL
( ) QUALIFICATION	(X) LIMITED PARTNERSHIP	( ) ANNUAL REPORT
( ) FICTITIOUS NAME	( ) LIMITED LIABILITY	( ) REINSTATEMENT
( ) TRADEMARK/SERVICE	( ) UCC-1	( ) UCC-3

PROVIDE US WITH:

(2) (X) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) STAMPED COPY

Examiner's Initials

5/7/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SUPPLEMENTAL AFFIDAVIT

OF CAPITAL CONTRIBUTIONS OF

CARLISLE LAKES, LTD.

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

Pursuant to Section 620.112 of the Florida Revised Uniform Limited Partnership Act, the undersigned, the sole General Partner of CARLISLE LAKES, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, deposes and says:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership are $ 7,546,000.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

DATED: ~~April~~ May 5, 1998

TCG CARLISLE LAKES, INC., a Florida corporation, General Partner

By: _____
Lloyd Boggio, President

The foregoing instrument was acknowledged before me this 5th day of ~~April~~ May, 1998, by Lloyd Boggio, as President of TCG Carlisle Lakes, Inc., a Florida corporation, as sole General Partner of Carlisle Lakes, Ltd., a Florida limited partnership, on behalf of the corporation and as an act of the partnership. He is personally known to me or has produced a driver's license as identification and did take an oath.

_____
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires:

CARMEN H. CANELAS
MY COMMISSION # CC 661066
EXPIRES: September 2, 2001
Bonded Thru Notary Public Underwriters

G:\W-BJM\34756\001\SUPP-AFF