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**THE UNITED STATES
CORPORATION**
COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -3 PM 3:41

ACCOUNT NO. : 072100000032

REFERENCE : 553251 4381472

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 148.75

ORDER DATE : October 3, 1997

ORDER TIME : 12:14 PM

ORDER NO. : 553251-005

CUSTOMER NO: 4381472

900002311729--5

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WINDCREST/PALMS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability		PLAIN STAMPED COPY
	<u>XX</u>	CERTIFICATE OF GOOD STANDING

Document Examiner	CONTACT PERSON: Lori R. Dunlap
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EXAMINER'S INITIALS:

97 OCT -3 PM 2:41
DIVISION OF CORPORATIONS

KWM

Updater	KWM
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Updater Verifier	KWM
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Acknowledgement	KWM
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Other	KWM
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
WINDCREST/PALMS, LTD.

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Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of WINDCREST/PALMS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be WINDCREST/PALMS, LTD.

2. The address of the initial office where records shall be kept shall be 950 North Orlando Avenue, Suite 320, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

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

A97-2146
WINDCREST/PALMS I, LTD., a Florida limited partnership
950 North Orlando Avenue
Suite 320
Winter Park, Florida 32789

4. The initial mailing address of the limited partnership is 950 North Orlando Avenue, Suite 320, Winter Park, Florida 32789.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2047.

6. This Certificate has been executed by the undersigned effective as of the 15th day of October, 1997.

GENERAL PARTNER:

WINDCREST/PALMS I, LTD., a Florida
limited partnership

By: Windcrest/Palms II, Inc., a
Florida corporation, its
general partner

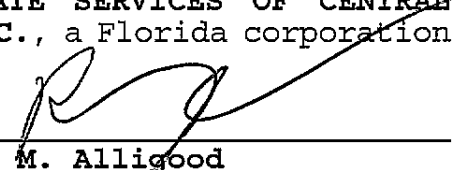
By: 
Charles B. Palmer, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for WINDCREST/PALMS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation

By: _____


Randal M. Alligood
Vice President

Dated this 2nd day of October, 1997.

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AFFIDAVIT

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OF

97 OCT -3 PM 3:42

CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of WINDCREST/PALMS, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of WINDCREST/PALMS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

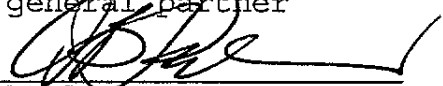
The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

WINDCREST/PALMS, LTD., a Florida
limited partnership

By: Windcrest/Palms I, Ltd., a
Florida limited partnership,
its general partner

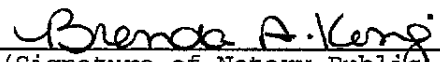
By: Windcrest/Palms II, Inc.,
a Florida corporation,
its general partner

By: 
Charles B. Palmer
President

Dated this 1st day of October, 1997.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of October, 1997, by Charles B. Palmer, as President of Windcrest/Palms II, Inc., a Florida corporation, as general partner of Windcrest/Palms I, Ltd., a Florida limited partnership, as general partner of Windcrest/Palms, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification and who did/did not take an oath.


(Signature of Notary Public)

Brenda A. King
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 644866
My commission expires: June 22, 2001