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THE UNITED STATES CORPORATION COMPANY	OUNT NO.: 072100000032	
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CUSTOMER NO:	149697A	LEO CORPORATIO
P.A.	byce Adkins HADLEY DENION & ALVAREZ, Box 1961	S TONS
Winte	Park, FL 32790-1961	
	DOMESTIC FILING 6. TAX	
NAME :	FLORIDA COMMERCIAL R. AGENT FEE 35 W COMMUNITIES, LTD. C. GUPY 6125 101AL 1846-25	97 CT
	EFFECTIVE DATE: N. BATA SALANCE DUE	
ARTICLES OF CERTIFICATE	INCORPORATION THIND OF LIMITED PARTNERSHIP	ALCO JOHO SER
PLEASE RETURN THE	FOLLOWING AS PROOF OF FILING:	
	COPY MPED COPY TE OF GOOD STANDING	10/97
CONTACT PERSON:	Deborah Schroder EXAMINER'S INITIALS:	

## CERTIFICATE OF LIMITED PARTNERSHIP OF FLORIDA COMMERCIAL COMMUNITIES, LTD.

1.	The name	of	the	Limited	Partnership	is:	FLORIDA	COMMERCIAL
	COMMUNITIES,		LTD.					

2. The business address:

1031 West Morse Boulevard Suite 140 Winter Park, Florida 32789

3. The name of the Registered Agent for service of process:

## SWANN, HADLEY & ALVAREZ, P.A.

4. The street address for the Registered Agent:

1031 West Morse Boulevard Suite 270 Winter Park, Florida 32789

5. Acceptance by Registered Agent for service of process:

SWANN, HADLEY & ALVAREZ, P.A.

By: Kol A

Ralph V. Hadley, IXI

6. The mailing address for the Limited Partnership:

1031 West Morse Boulevard Suite 140 Winter Park, Florida 32789

- 7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2047.
- 8. NAME AND SPECIFIC ADDRESS OF GENERAL PARTNER:

AMERICAN CAPITOL MANAGEMENT COMPANY
1031 West Morse Boulevard, Suite 140 \$32206
Winter Park, Florida 32789

Signed this 3 day of October, 1997.

GENERAL PARTNER:

AMERICAN CAPITOIWHANAGEMENT COMPANY

Terence R. McAlliffe, President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of FLORIDA COMMERCIAL COMMUNITIES, LTD., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of each limited partner is \$5,000,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000.

Dated this 3rd day of October, 1997.

Further Affiant sayeth not.

Under penalties of perjumy, I deciare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

AMERICAN CAPITOI MANAGEMENT COMPANS

By: Terence R. McAulyffe, President

DISTRICT OF COLUMBIA

The foregoing instrument was acknowledged before me this day of October, 1997, by Terence R. McAuliffe as President for American Capitol Management Company.

NOTARY PUBLIC

(Sign)

(Print)

Alecia J. Dye

STATE OF FLORIDA AT LARGE

(Seal)

My Commission Expires: 7-14-00

Commission No.

✓ PERSONALLY KNOWN OR [] PRODUCED IDENTIFICATION
TYPE OF IDENTIFICATION PRODUCED: