



**THE UNITED STATES
CORPORATION
COMPANY**

A97000002477

ACCOUNT NO. : 072100000032

REFERENCE : 601238 9643A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

300002354673--9
-11/21/97-01110-006
*****52.50 *****52.50

ORDER DATE : November 14, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 601238-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Victoria M. Rogers
SACHS, SAX & KLEIN, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

G. TAX	
FILING	1750.00
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	1837.50
REFUND	

300002354673--9
-11/21/97-01110-007
***1785.00 ***1785.00

FILED
97 NOV 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: OCEAN HARBOUR ESTATE AT OCEAN
RIDGE, LTD.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 NOV 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
11/14/97
97 NOV 14 PM 12:08
SECRETARY OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OCEAN HARBOUR ESTATES AT OCEAN RIDGE, LTD.

a Florida limited partnership

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. The name of the Partnership is: **OCEAN HARBOUR ESTATES AT OCEAN RIDGE, LTD.**

2. The address of the office of the Partnership is 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

3. The name and address of the agent for service of process of the Partnership are: Edward D. Popkin, 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

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

Ocean Harbour Estates at Ocean Ridge, Inc.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431

PG7000065317

5. The mailing address of the Partnership is: 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The latest date upon which the Partnership shall dissolve is December 31, 2017.

7. The effective date of this Certificate of Limited Partnership shall be upon filing.

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 **OCEAN HARBOUR ESTATES AT OCEAN RIDGE, LTD.** this 13th day of November, 1997.

General Partner:

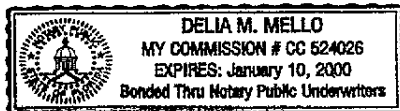
OCEAN HARBOUR ESTATES AT OCEAN RIDGE,
LTD.

By: Ocean Harbour Estates at Ocean Ridge, Inc.
a Florida corporation, General Partner

By: Edward D. Popkin
Edward D. Popkin
Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 13th day of November, 1997, by Edward D. Popkin, Vice President of Ocean Harbour Estates at Ocean Ridge, Inc., General Partner of Ocean Harbour Estates at Ocean Ridge, Ltd.



Delia M. Melko
Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Ocean Harbour Estates at Ocean Ridge, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of said Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

~~REGISTERED AGENT~~

Edward D. Popkin

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Edward D. Popkin, as Vice President of Ocean Harbour Estates at Ocean Ridge, Inc, a Florida corporation, the General Partner of Ocean Harbour Estates at Ocean Ridge, Ltd, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the initial limited partners is \$1,332,000.

2. It is not anticipated that there will be any additional capital contributions made by the limited partners.

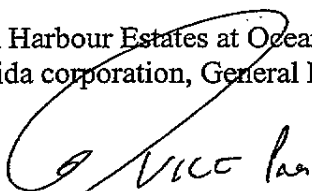
FURTHER AFFLIANT SAYETH NAUGHT.

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

GENERAL PARTNER:

OCEAN HARBOUR ESTATES AT OCEAN RIDGE,
LTD.

By: Ocean Harbour Estates at Ocean Ridge, Inc,
a Florida corporation, General Partner

By: 
Edward D. Popkin
Vice President

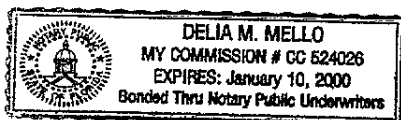
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FILED
TALAMON
SECRETARY OF STATE
TREASURER
FLORIDA

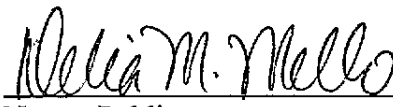
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Edward D. Popkin for the General Partner, known to be and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 13th day of November, 1997.




Notary Public