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 FLORIDA DIVISION OF CORPORATIONS

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((H97000020023 2))

TO: DIVISION OF CORPORATIONS FAX #:  
 (850) 922-4000  
 FROM: BERMAN WOLFE & RENNERT, P.A. ACCT#:  
 076103002011  
 CONTACT: CHRISTINA DE HOWARTZ  
 PHONE: (305) 577-4166 FAX #:  
 (305) 373-6036

NAME: VILLAS AT HIGH POINT ASSOCIATES, LTD.  
 AUDIT NUMBER.....H97000020023  
 DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
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Acknowledgment	<i>CR</i>
W. P. Verifier	<i>CR</i>

**FAX AUDIT NO. H97000020023**

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VILLAS AT HIGH POINT ASSOCIATES, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is:

***VILLAS AT HIGH POINT ASSOCIATES, LTD.***

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

***2121 Ponce de Leon Boulevard  
Suite 650  
Coral Gables, Florida 33134***

- (b) The name and address of the Partnership's agent for service of process is:

***Howard J. Vogel, Esq.  
c/o Berman, Wolfe & Rennert, P.A.  
35th Floor, International Place  
100 Southeast Second Street  
Miami, FL 33131-2130***

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

***CORNERSTONE HIGH POINT, INC.  
2121 Ponce de Leon Boulevard  
Suite 650  
Coral Gables, Florida 33134***

*99-102592*

4. The mailing address for the Limited Partnership is:

***c/o Cornerstone Affordable Housing, Inc.  
2121 Ponce de Leon Boulevard, Suite 650  
Coral Gables, Florida 33134***

**Prepared By:  
Leon J. Wolfe, Esq., #327247  
BERMAN WOLFE & RENNERT, P.A.  
100 S.E. Second Street, #3500  
Miami, Florida 33131-2130  
Phone: (305) 577-4167**

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**FAX AUDIT NO. H97000020023**

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5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2046, unless sooner terminated as provided in the Limited Partnership Agreement.

**IN WITNESS WHEREOF**, the undersigned General Partner has hereto executed this Certificate as of the \_\_\_\_ day of December, 1997.

**GENERAL PARTNER:**

[CORPORATE SEAL]

**CORNERSTONE HIGH POINT, INC.,**  
a Florida corporation

**Attest:** \_\_\_\_\_  
Assistant Secretary

**By:** \_\_\_\_\_  
Stuart I. Meyers, President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of December, 1997, by Stuart I. Meyers, as President CORNERSTONE HIGH POINT, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Howard J. Vogel  
Registered Agent  
Dated: December 5, 1997

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FAX AUDIT NO. H97000020023

5. -- The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2046, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 5 day of December, 1997.

(CORPORATE SEAL)

CORNERSTONE HIGH POINT, INC.,  
a Florida corporation.

Attest:

Assistant Secretary

By:

Stuart I. Meyers, President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5th day of December, 1997, by Stuart I. Meyers, as President CORNERSTONE HIGH POINT, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

Lilia Fernandez  
NOTARY PUBLIC, STATE OF FLORIDA

Lilia Fernandez

My Commission CC853675

Expires June 08, 2001

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Howard J. Vogel  
Registered Agent  
Dated: December \_\_, 1997

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DIVISION OF CORPORATIONS

FAX AUDIT NO. H97000020023

AFFIDAVIT

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared Stuart I. Meyers, as President of CORNERSTONE HIGH POINT, INC. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of CORNERSTONE HIGH POINT, INC., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name VILLAS AT HIGH POINT ASSOCIATES, LTD.
3. The capital contribution of the initial sole limited partner is \$1,000. There are no additional contributions at this time
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT,

CORNERSTONE HIGH POINT, INC.  
a Florida corporation

By Stuart I. Meyers  
Stuart I. Meyers, President.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5th day of December, 1997, by Stuart I. Meyers as President of CORNERSTONE HIGH POINT, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

Lilia Fernandez  
NOTARY PUBLIC, STATE OF FLORIDA

Lilia Fernandez  
My Commission CC653675  
Expires June 08, 2001

FAX AUDIT NO. H97000020023