197000002645



072100000032 ACCOUNT NO. :

REFERENCE: 626092 9196A

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : December 8, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 626092-020

CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips

KATHERINE A. CHRISTY, ESQ

Suite 150

250 International Parkway

EPOCH INVESTORS XII, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP

1.	EPOCH INVESTORS XII, LTD. (Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2.	250 International Parkway, Suite 150, Heathrow, Florida 32746 (Business address of Limited Partnership)
3.	C. Thomas Selby (Name of Registered Agent for Service of Process)
4.	250 International Parkway, Suite 150, Heathrow, Florida 32746 (Florida street address for Registered Agent)
5.	(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6.	250 International Parkway, Suite 150, Heathrow, Florida 32746 (Mailing Address of the Limited Partnership)
7.	The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2027
8.	Name(s) of General Partner(s): Street Address:
	EPI XII, INC. 250 International Pkwy., Ste. 150 Heathrow, FL 32746 Under populities of parity L (wa) declare that L (we) have read the foregoing and know the contents.
thereof	Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents and that the facts stated herein are true and correct.
Signed this 4th day of December, 1997.	

Signature of all General Partners:

EPI XII, INÇ

By:

C. Thomas Selby, President

STATE OF FLORIDA COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared C. Thomas Selby as President of EPI XII, INC., to me known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same on behalf of said corporation.

CLARE B. PHILLIPS
COMMISSION # CC 659673
EXPIRES AUG 23, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Print Name: Clare B. Phillips Notary Public - State of Florida Commission Number: CC 310293

My Commission Expires: August 23, 2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of EPOCH INVESTORS XII, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00

Signed this 4th day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

EPI XII, INC

C. Thomas Selby, President

c:\wp51\fcsc\cert-ltd.xii