



THE UNITED STATES
CORPORATION
COMPANY

A97000002872

ACCOUNT NO. : 072100000032

REFERENCE : Patricia Page 650676 8739A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : December 29, 1997

ORDER TIME : 9:48 AM

600002384106--1

ORDER NO. : 650676-010

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: TALAVERA ASSOCIATES LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 AM 11:51

12/29/97

RECEIVED
97 DEC 29 AM 10:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**TALAVERA ASSOCIATES LIMITED PARTNERSHIP,
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 AM 11:51

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108, Florida Statutes, hereby states the following:

1. The name of the Partnership is Talavera Associates Limited Partnership.
2. The street address of the office of the Partnership is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.
3. The name and street address of the agent for service of process on the Partnership are Jonathan Shepard, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486.
4. The name and business address of the general partner are as follows:


Kenco Communities At Addison Reserve, Inc., 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487.
P95000001513
5. The mailing address of the Partnership is Suite 110, 1000 Clint Moore, Boca Raton Florida 33487.
6. The latest date upon which the Partnership shall dissolve is December 31, 2001.
7. The effective date of this Certificate of Limited Partnership shall be on 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 sole general partner of Talavera Associates Limited Partnership this 26th day of December, 1997.

General Partner:

KENCO COMMUNITIES AT ADDISON
RESERVE, INC.

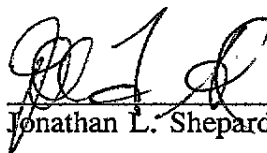
By: 
Jonathan L. Shepard, Assistant Secretary

FILED
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97 DEC 29 AM 11:51

ACKNOWLEDGEMENT

Pursuant to Section 620.105, Florida Statutes, the following is submitted:

Having been named to accept service of process for Talavera Associates Limited Partnership, a Florida limited partnership, at the place designated in this Certificate, I hereby agree to 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 and I accept the duties and obligations as set forth pursuant to applicable law.


Jonathan L. Shepard

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jonathan L. Shepard, Assistant Secretary of Kenco Communities at Addison Reserve, Inc., General Partner, constituting the sole general partner of Talavera Associates Limited Partnership, a Florida limited partnership, (hereinafter referred to as the "Partnership"), who states as follows:

1. The amount of capital contributions to the Partnership made by each limited partner, as of the date of this Affidavit, is NONE.


2. The amount of additional capital contributions anticipated to be contributed by each limited partner is NONE.

FURTHER AFFIANT SAYETH NOT.

I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

KENCO COMMUNITIES AT ADDISON
RESERVE, INC.,
General Partner

By:


Jonathan L. Shepard, Assistant
Secretary

Date: December 26, 1997

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of December, 1997, by Jonathan L. Shepard, Assistant Secretary of Kenco Communities at Addison Reserve, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me.


Notary Public

