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MIAMI, FLORIDA 33175
TEL: (305) 221-2110
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A97000002912

December 24, 1997

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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-01/02/98--01011--001
***150.50 ***150.50

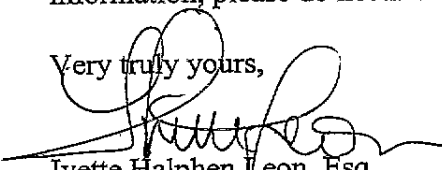
Re: AHC AT MONARCH LAKES, LTD.

Dear Ms. Harvey:

Enclosed please find the Certificate of Limited Partnership of AHC AT MONARCH LAKES, LTD. Please process these papers as quickly as possible.

We have also enclosed a check in the amount of \$150.50 for the following: (a) \$63.00 for the filing fee (\$7.00 per \$1,000 of the capital contribution of the limited partners); (b) \$35.00 for the Registered Agent; and (c) \$52.50 for a certified copy. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.

:IHL

Enclosure

A97-
2912

Name Availability	GA
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

CORA FLUP
\$98.00-FF
\$52.50-CC

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97 DEC 30 PM 2:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AHC AT MONARCH LAKES, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

AHC AT MONARCH LAKES, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

AHC at Monarch Lakes, Inc. ✓
c/o Angel Medina
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

P97000 108432

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Peña, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AHC at Monarch Lakes, Ltd.
c/o AHC at Monarch Lakes, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

AHC at Monarch Lakes, Ltd.
c/o Angel Medina
AHC at Monarch Lakes, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is December 15,
2047.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 21 day of December, 1997.

AHC at Monarch Lakes, Inc.

By


Pedro J. Adrian, President

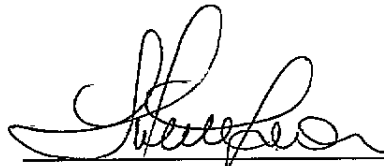
ACCEPTANCE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 2:32

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment
as registered agent for AHC at Monarch Lakes, Ltd., a Florida limited partnership, and accepts all
obligations imposed on it as such under Florida law.

Executed this 21 day of December, 1997.

By:



Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

AFFIDAVIT

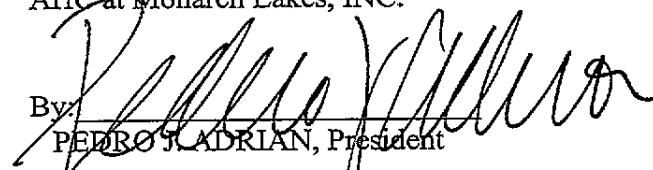
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The undersigned General Partner of AHC at Monarch Lakes, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is not yet known or zero dollars (\$0).

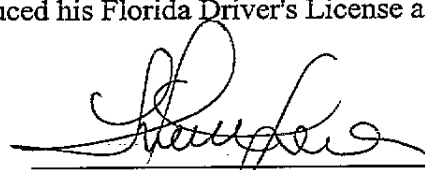
AHC at Monarch Lakes, INC.

By:



PEDRO J. ADRIAN, President

The foregoing instrument was subscribed and sworn to before me by PEDRO J. ADRIAN, President of Adrian Home Communities at Eagle Cove, Inc., this ____ day of December, 1997. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.



Name:
Notary Public
State of Florida at Large

My Commission Expires:



Ivette Halphen Leon
My Commission CC578258
Expires Aug. 18, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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