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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A..  
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ

PHONE: (305) 577-4166

FAX #:

(305) 373-6036

NAME: ~~VILLAS AT WINSTON TRAILS ASSOCIATES, LTD.~~

AUDIT NUMBER.....H98000000818

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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Kim Selmy

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TALLAHASSEE, FLORIDA

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FAX AUDIT NO. H9800000818

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**WINSTON VILLAS 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:

**WINSTON VILLAS 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:

**Leon J. Wolfe  
c/o Berman, Wolfe & Rennert, P.A.  
NationsBank Tower, Suite 3500  
100 Southeast Second Street  
Miami, FL 33131-2130**

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

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

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**

FAX AUDIT NO. H9800000818

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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, 2047, 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 14th day of January, 1998.

GENERAL PARTNER:

[CORPORATE SEAL]

CORNERSTONE WINSTON VILLAS, INC.,  
a Florida corporation

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

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14th day of January, 1998, by Stuart I. Meyers, as President CORNERSTONE WINSTON VILLAS, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:



OLIVER PFEFFER  
COMMISSION # 00  
EXPIRES JUL 7  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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.

LEON J. WOLFE  
Registered Agent  
Dated: January 14, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FAX AUDIT NO. H98000000818

**AFFIDAVIT**STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE     )

BEFORE ME, a Notary Public, personally appeared Stuart I. Meyers, as President of CORNERSTONE WINSTON TRAILS, 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 WINSTON VILLAS 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 WINSTON VILLAS ASSOCIATES, LTD.

3. The capital contribution of the initial sole limited partner is \$1,000.

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 WINSTON TRAILS, INC.  
a Florida corporation

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

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14th day of January, 1998, by Stuart I. Meyers as President of CORNERSTONE WINSTON VILLAS INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires



OLIVER PFEFFER  
COMMISSION # CC390608  
EXPIRES JUL 7, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC, STATE OF FLORIDA

FAX AUDIT NO. H98000000818