



THE UNITED STATES
CORPORATION
COMPANY

A98000000201

ACCOUNT NO. : 072100000032

REFERENCE : 676113 8899A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 21, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 676113-005

CUSTOMER NO: 8899A

CUSTOMER: Larry A. Rothenberg, Esq
ROTHENBERG & ROTHENBERG, P.A.
LARRY A. ROTHENBERG, P.A.
Suite 460
900 North Federal Highway
Boca Raton, FL 33432

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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:39

DOMESTIC FILING

NAME: CENTERLINE HOMES AT ATLANTIS,
LIMITED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

LP - 1785.00
CERT 52.50

RECEIVED
98 JAN 21 AM 11:47
DIVISION OF CORPORATIONS
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1/21/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CENTERLINE HOMES AT ATLANTIS, LIMITED
a Florida limited partnership**

Centerline Homes at Atlantis, Inc., a Florida corporation, makes, signs and swears to the following certificate for the purpose of adopting this Certificate of Limited Partnership of Centerline Homes at Atlantis, Limited, a limited partnership formed under the provisions of the Florida Uniform Limited Partnership Law:

ARTICLE I.

Name of Limited Partnership

The name of the Limited Partnership is as follows:

CENTERLINE HOMES AT ATLANTIS, LIMITED

ARTICLE II.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE III.

Office Address of the Limited Partnership

The address of the office kept on behalf of the Limited Partnership in accordance with Florida Statute 620.105 is as follows:

12534 Wiles Road, Coral Springs, Florida 33076

ARTICLE IV.

Registered Agent and Registered Office

The name and address of the agent appointed by the Limited Partnership for service of process in accordance with Florida Statute 620.105 is as follows:

LARRY A. ROTHENBERG, P.A. *H5640*
900 North Federal Highway, Suite 460
Boca Raton, Florida 33432

ARTICLE V.

General Partner

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

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CENTERLINE HOMES AT ATLANTIS, INC.
12534 Wiles Road, Coral Springs, Florida 33076

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ARTICLE VI.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2050, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of CENTERLINE HOMES AT ATLANTIS, LIMITED this 7th day of January, 1998.

General Partner:

CENTERLINE HOMES AT ATLANTIS, INC., a
Florida corporation

BY: _____

Craig Perry President
CRAIG PERRY, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20TH day of January, 1998 by CRAIG PERRY, President of CENTERLINE HOMES AT ATLANTIS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

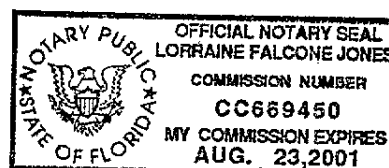
Witness my hand and seal in the County and State last aforesaid on this 20th day of January, 1998.

Lorraine Falcone Jones

NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE FALCONE JONES

PRINTED NAME

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CENTERLINE HOMES AT ATLANTIS, LIMITED, a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

January 20th, 1998

REGISTERED AGENT:

LARRY A. ROTHENBERG, P.A.

BY:


LARRY A. ROTHENBERG

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AFFIDAVIT OF GENERAL PARTNER OF
CENTERLINE HOMES AT ATLANTIS, LIMITED

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STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

On this day personally appeared before me, an officer duly authorized to administer oaths, CRAIG PERRY, who being first duly sworn by me states:

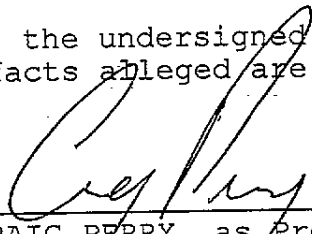
1. He is the President of CENTERLINE HOMES AT ATLANTIS, INC., a Florida corporation (the "Corporation").

2. The Corporation is the sole general partner of CENTERLINE HOMES AT ATLANTIS, LIMITED, a limited partnership to be formed pursuant to the laws of the State of Florida (the "Limited Partnership").

3. In accordance with Florida Statute 620.108(1), the amount of capital contributions of the limited partners and the amount anticipated to be contributed totals \$900,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing, and the facts alleged are true to the best of his knowledge and belief.


CRAIG PERRY, as President of
CENTERLINE HOMES AT ATLANTIS, INC.,
GENERAL PARTNER

SWORN TO AND SUBSCRIBED before me this 20TH day of January, 1998, by Craig Perry, President of CENTERLINE HOMES AT ATLANTIS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
LORRAINE FALCONE JONES

TYPED OR PRINTED NAME

MY COMMISSION EXPIRES:

