

A98000000210



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 677037 4329479

AUTHORIZATION

COST LIMIT : \$ 437.50

Patricia Pujols

FILED OF STATE SECRETARY OF CORPORATIONS DIVISION OF 98 JAN 22 PM 1:53

ORDER DATE : January 21, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 677037-005

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CUSTOMER NO: 4329479

CUSTOMER: Karen Didea, Legal Asst BAKER & HOSTETLER

200 South Orange Avenue Suntrust Center Suite 2300 Orlando, FL 32802-0112

DOMESTIC FILING

NAME: RIVER OAKS RESIDENTIAL, LTD.

EFFECTIVE DATE:

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: Jeanine Glisar

EXAMINER'S INITIALS:

1/22/98

350
385
52.50
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

RIVER OAKS RESIDENTIAL, LTD.

A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is RIVER OAKS RESIDENTIAL, LTD., a Florida limited partnership.

2. The address of the office of the limited partnership is 11 Church Street, Suite 200, Toronto, Ontario CANADA M5E 1W1.

3. The name and address of the agent for service of process on the limited partnership are Frank M. Mock, 2300 Sun Bank Center, Orlando, Florida 32801.

4. The name and business address of the General Partner are:

RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC.
11 Church Street, Suite 200
Toronto, Ontario CANADA M5E 1W1

5. The mailing address of the limited partnership is 11 Church Street, Suite 200, Toronto, Ontario CANADA M5E 1W1.

6. The latest date upon which the limited partnership shall dissolve is twenty (20) years from the date of approval of this Certificate.

7. See attached Affidavit of Limited Partner's Capital Contributions.

The execution of the 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 General Partner this 20th day of JANUARY, 1998.

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SECRETARY OF STATE
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98 JAN 20 PM 1:53

"General Partner"

RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC., a Florida corporation

By: [Signature]
Russell G. Jacobson
As its: President

DOMINION OF CANADA
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged and subscribed before me by RUSSELL G. JACOBSON, as President of RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC., a Florida corporation, the general partner of RIVER OAKS RESIDENTIAL, LTD., who is personally known to me or has produced _____ as identification.

[Signature]
(Notary Signature)

(NOTARY SEAL)

Grace Siu Mui Lam, Notary Public,
(Notary Name Printed)
Municipality of Metropolitan Toronto, limited to the attestation of instruments and the taking of affidavits.
NOTARY Public, 1001 Bay St., Toronto, Ontario M5S 1A5.
Commission No. _____ Expires April 10, 2000.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for RIVER OAKS RESIDENTIAL, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

"Registered Agent"

[Signature]
Frank M. Mock

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

DOMINION OF CANADA
PROVINCE OF ONTARIO

BEFORE ME, the undersigned personally appeared RUSSELL G. JACOBSON, as President of RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC., constituting the sole general partner of RIVER OAKS RESIDENTIAL, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

Russell G. Jacobson \$50,000.00

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

FURTHER AFFIANT SAYETH NOT.

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

Dated: January 20, 1998.

"General Partner"

RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC.

By: [Signature]
Russell G. Jacobson
As its: President

The foregoing instrument was acknowledged and subscribed before me by RUSSELL G. JACOBSON, as President of RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC., a Florida corporation, the general partner of RIVER OAKS RESIDENTIAL, LTD., who is personally known to me or has produced _____ as identification.

[Signature]
(Notary Signature)

(NOTARY SEAL)

GRACE LAM
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____
City of Metropolitan Toronto, limited liability corporation,
attestation of instruments and the taking of affidavits,
for the City of Metropolitan Toronto, and its subsidiary or
associated companies. Expires April 10, 2000.