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ACCOUNT NO. : 07210000032

REFERENCE: 677037

4329479

AUTHORIZATION-

ORDER DATE: January 21, 1998

ORDER TIME: 10:48 AM

ORDER NO. : 677037-005

700002408617--8

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 \_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

#### CERTIFICATE OF LIMITED PARTNERSHIP

OF

#### RIVER OAKS RESIDENTIAL, LTD.

### A FLORIDA LIMITED PARTNERSHIP

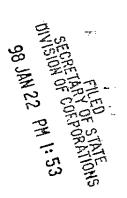
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- 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 1W17 NALVONO 5\(\(\sigma\)

- 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 Partner ship has been executed by the General Partner this 2064 day of ANUARY , 1998.

"General Partner"

RIVER OAKS RESIDENTIAL LAND DEVELOPMENT, INC., a Florida

corporation

By:

Jacobson

President As its:

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 as identification. known to me or has produced

Notary Signature

(NOTARY SEAL)

(Notary Managinality of Methopolitas Appointo, limited to the affection of instruments and the taking of affidavits, NOTARY RUBAILED MPI Group Inc., and its subsidiary and Commission is companies. 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"

# 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:

Russell G. Jagobson

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.

(NOTARY SEAL)

(Notary Signature)

GRACE LAM

(Notary chameui Brintes),

NOTARY

| Transpirity of Metropolitan Toronto, limite ... th. antestation of instruments and the taking of afficavi to the taking of afficavi to the taking of afficavi associated companies. Expires April 10, 2000.