



THE UNITED STATES
CORPORATION
COMPANY

A98000000358

ACCOUNT NO. : 072100000032

REFERENCE : 697146 4381472

Patricia Pizot

AUTHORIZATION :

COST LIMIT : \$ 148.75

ORDER DATE : February 6, 1998

ORDER TIME : 11:51 AM

ORDER NO. : 697146-010

CUSTOMER NO: 4381472

900002424019--5

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: AUSTYN PLACE OF CENTRAL
FLORIDA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

2/6/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 2:53
98 FEB -6 PM 2:03
DIVISION OF CORPORATION
RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AUSTYN PLACE OF CENTRAL FLORIDA, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of AUSTYN PLACE OF CENTRAL FLORIDA, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be AUSTYN PLACE OF CENTRAL FLORIDA, LTD.

2. The address of the office where records shall be kept shall be 3200 South Hiawassee Road, Suite 206, Orlando, Florida 32835. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

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

Austyn Place of Central Florida, Inc., a Florida corporation
3200 South Hiawassee Road
Suite 206
Orlando, Florida 32801

4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

6. This Agreement has been executed by the undersigned effective as of the 23rd day of January, 1998.

GENERAL PARTNER:

AUSTYN PLACE OF CENTRAL
FLORIDA, INC., a Florida
corporation

By: _____

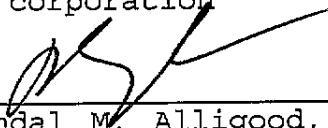
Charles S. Carlton
Charles S. Carlton,
Vice President

FILED
DIVISION OF CORPORATIONS
JAN 23 1998
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for AUSTON PLACE OF CENTRAL FLORIDA, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC., a
Florida corporation

By: 
Randal M. Alligood, Vice
President

Dated this 23rd day of January, 1998.

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AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of AUSTYN PLACE OF CENTRAL FLORIDA, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of AUSTYN PLACE OF CENTRAL FLORIDA, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

AUSTYN PLACE OF CENTRAL
FLORIDA, INC., a Florida
corporation

By: *Charles S. Carlton*

Charles S. Carlton,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of January, 1998, by Charles S. Carlton, a Vice President of Austyn Place of Central Florida, Inc., a Florida corporation, the General Partner of Austyn Place of Central Florida, Ltd., a Florida limited partnership, and who is personally known to me.

OFFICIAL NOTARY SEAL
MARY B MEOLA
NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC12373
MY COMMISSION EXPI. NOV. 30, 1998

Notary Public
My Commission Expires:
Print, type or stamp name of
notary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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