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February 6, 1998

Return To
F/W ASAP

Attorneys' Title Insurance Fund, Inc.
Attn: Barbara
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

Re: Customer #FL0007323012
Our file #4463-7

Dear Barbara:

Enclosed are the following for filing with the Secretary of State:

1. Original and one copy of the Articles of Incorporation for Grove Point at Metro West, Inc. A check for \$122.50 is enclosed representing the filing fee (\$35.00), the Registered Agent Certificate (\$35.00) and the cost of a certified copy (\$52.50).
2. Original and one copy of the Certificate of Limited Partnership of Grove Point Partners at MetroWest, Ltd., which needs to be filed AFTER the above referenced Articles of Incorporation. Our check for \$157.50 is enclosed representing the filing fee (\$52.50) and the cost of a certified copy (\$52.50).

Please return the certified copies to us by Federal Express (acct. no. 0328-1420-4) Please call my office if you have any questions. Thanks for your assistance.

Very truly yours,

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS

J. Lindsay Builder, Jr.
J. Lindsay Builder, Jr.

JLBjr/vdm
Enclosures

500002429675--3
-02/13/98--01003--020
****157.50 ****157.50

LP-105.00
CERT 52.50
CORAFLLP

BK 2/9/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
GROVE POINT PARTNERS AT METROWEST, LTD.**

The undersigned, being the General Partner of GROVE POINT PARTNERS AT METROWEST, LTD., a Florida limited partnership, does execute this Certificate, and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

GROVE POINT PARTNERS AT METROWEST, LTD.
a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

J. Lindsay Builder, Jr.
c/o Graham, Clark, Jones, Builder, Pratt & Marks
369 N. New York Avenue, 3rd Floor
Winter Park, Florida 32789

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

Grove Point at MetroWest, Inc., a Florida corporation
753 E. Glenn Avenue
Auburn, AL 36831
Attn: Michael V. Shannon, President

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4. The mailing address for the Limited Partnership is:

753 E. Glenn Avenue
Auburn, AL 36831

5. The principal place of business of the Limited Partnership is:

753 E. Glenn Avenue
Auburn, AL 36831

6. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2018

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 PM 3:14

7. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

GENERAL PARTNER:

GROVE POINT AT METROWEST, INC.

By: Michael V. Shannon
Michael V. Shannon, President

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DIVISION OF CORPORATIONS
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**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named as the registered agent for GROVE POINT PARTNERS AT METROWEST, LTD., for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

J. Lindsay Builder, Jr.
J. Lindsay Builder, Jr.

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared Michael V. Shannon, President of GROVE POINT AT METROWEST, INC., the General Partner of GROVE POINT PARTNERS AT METROWEST, LTD., who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is \$10,000.00.

Dated this 4th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declare that they have read the foregoing and that the facts alleged are true to the best of their knowledge and belief.

GENERAL PARTNER:

GROVE POINT AT METROWEST, INC.

By: Michael V. Shannon
Michael V. Shannon, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of February, 1998, by Michael V. Shannon, President of GROVE POINT AT METROWEST, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.

Kim K Walker
Notary Public
Print name: Kim K. Walker
My Commission Expires: 4-28-99