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*Board Certified Real Estate Lawyer

February 6, 1998

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/09/98--01038--002
****148.75 ****148.75

RE: Meridian on Sand Key, Ltd.

Gentlemen:

Enclosed is our check in the amount of \$148.75 together with an original and one copy of the following documents:

1. Certificate of Limited Partnership
2. Designation of Registered Agent
3. Affidavit of Capital Contributions

Please file the enclosed and provide us with a certified copy of the filing and Certificate of Status. Let me know if you have any questions.

Sincerely yours,

Gerry Mills

Geraldine A. Mills, CLA
Legal Assistant to Robert F. Greene

Name	2/13/98
Document Examiner	Doc
Updater	Doc
Updater /gm	Doc
verifier	Doc
Ackno	Enclosures
W. P. Verifier	Doc

FILED
98 FEB -9 1:30
TALLAHASSEE, FLORIDA

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\$7,500.00

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CERTIFICATE OF
LIMITED PARTNERSHIP OF
MERIDIAN ON SAND KEY, LTD.

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

The name of the limited partnership ("Partnership") is:
Meridian on Sand Key, Ltd.

The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is:

2201 4th Street N, Suite 200
St. Petersburg, Florida 33704

The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is:

J. Michael Cheezem
2201 4th Street N, Suite 200
St. Petersburg, Florida 33704

The name and address of the General Partner is as follows:

Name	Address
JMC Communities of Clearwater, Inc. P97000052132	2201 4th Street N, Suite 200 St. Petersburg, Florida 33704

The mailing address for the Partnership is as follows:

2201 4th Street N, Suite 200
St. Petersburg, Florida 33704

The latest date upon which the Partnership is to dissolve is September 1, 2014, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed by hand and seal to this Certificate this 3 day of February, 1998.

GENERAL PARTNER:

JMC COMMUNITIES OF CLEARWATER, INC.

By: 
J. Michael Cheezem, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 620.105, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited partnership is :

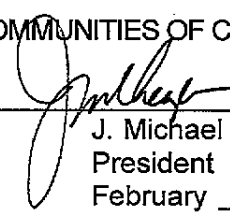
MERIDIAN ON SAND KEY, LTD.

2. The name and address of the registered agent and office is:

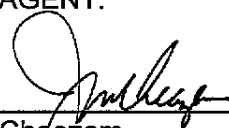
J. Michael Cheezem
2201 4th Street North, Suite 200
St. Petersburg, Florida 33704

GENERAL PARTNER:

JMC COMMUNITIES OF CLEARWATER, INC.


Name: J. Michael Cheezem
Title: President
Date: February 3, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


J. Michael Cheezem
Registered Agent
Date: February 3, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JMC COMMUNITIES OF CLEARWATER, INC. constituting the sole general partners of Meridian on Sand Key, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contribution of the limited partner is \$ - 0 -.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$7,500.00.

This 3 day of February, 1998.

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.

GENERAL PARTNER

JMC COMMUNITIES OF CLEARWATER, INC.

By: *J. Michael Cheezem*

J. Michael Cheezem, President

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STATE
OF FLORIDA
CLERK

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared J. Michael Cheezem, President of JMC Communities of Clearwater, Inc., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official, in the State and County aforesaid, this 3 day of February, 1998.



Gail M. Cooper
Notary Public, State of Florida
Printed Name: GAIL M. COOPER
My Commission Expires: 5/14/98
Commission No. CC 368100