



THE UNITED STATES
CORPORATION
COMPANY

A98000000659

ACCOUNT NO. : 072100000032

REFERENCE : 732886 82866A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 157.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 10:00

ORDER DATE : March 9, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 732886-005

CUSTOMER NO: 82866A

CUSTOMER: Ronald L. Clark, Esq
CLARK & CAMPBELL, P.A.

Post Office Box 6559
4740 Cleveland Heights Blvd.
Lakeland, FL 33813

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 10:00

DOMESTIC FILING

NAME: HIAWASSEE OAKS, LTD.

100002450431--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 MAR -9 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
3/9/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 9, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HIAWASSEE OAKS, LTD.
Ref. Number: W98000005226

RESUBMIT

Please give original
submission date as file date.

We have received your document for HIAWASSEE OAKS, LTD. and the authorization to debit your account in the amount of \$157.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00012761

FILED
SECRETARY OF CORPORATIONS
98 MAR -9 AM 10:00

RECEIVED
98 MAR 10 PM 2:56
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP OF
HIAWASSEE OAKS APARTMENTS, LTD.
A Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 10:00

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is HIAWASSEE OAKS APARTMENTS, LTD.
2. The address of the office of the Partnership is 5015 South Florida Avenue, Second Floor, Lakeland, Florida 33813.
3. The name and address of the agent for service of process on the Partnership is Lawrence T. Maxwell, 5015 South Florida Avenue, Second Floor, Lakeland, Florida 33813.
4. The name and business address of the general partner is A & M BUSINESS PROPERTIES, INC., 5015 South Florida Avenue, Second Floor, Lakeland, Florida 33813. *P29845*
5. The mailing address of the Partnership is 5015 South Florida Avenue, Second Floor, Lakeland, Florida 33813.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of HIAWASSEE OAKS APARTMENTS, LTD., this 6th day of March, 1998.

GENERAL PARTNER:

A & M BUSINESS PROPERTIES, Inc., an Ohio corporation

By: *Lawrence T. Maxwell*

Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA
COUNTY OF POLK

Sworn to and subscribed before me this 6th day of March, 1998, by LAWRENCE T. MAXWELL, Vice President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, General Partner of HIAWASSEE OAKS APARTMENTS, LTD. a Florida limited partnership, who is personally known to me or known to me by evidence of identification of _____ and who did take an oath.



ALICE R. GRAVES
My Commission CC473394
Expires Jun. 18, 1999
Bonded by HAI
800-422-1555

NOTARY PUBLIC

My Commission Expires: 6-18-99

My Commission Number: CC473394

Alice Graves

(Name of Notary typed, printed or stamped)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 10:00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
HIWASSEE OAKS APARTMENTS, INC.
A Florida limited partnership

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared, LAWRENCE T. MAXWELL, Vice
President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, general partner of HIWASSEE OAKS
APARTMENTS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the partners is, in the aggregate, Ten Thousand Dollars and No/100 (\$10,000.00).
2. The Partnership anticipates raising no additional capital.

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

GENERAL PARTNER:

A & M BUSINESS PROPERTIES, Inc., an Ohio corporation

By: *Lawrence T. Maxwell*
Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA
COUNTY OF POLK

Sworn to and subscribed before me this 6th day of March, 1998, by LAWRENCE T. MAXWELL, Vice
President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, General Partner of HIWASSEE OAKS
APARTMENTS, LTD. a Florida limited partnership, who is personally known to me or known to me by evidence of
identification of _____ and who did take an oath.



NOTARY PUBLIC

My Commission Expires: 6-18-99

My Commission Number: CC 473394

Alice Graves

(Name of Notary typed, printed or stamped)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 10:00

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act
That HIWASSEE OAKS APARTMENTS, LTD. a Florida limited partnership, desiring to organize under the laws of
the state of Florida with its principal office as indicated in the Certificate of Limited Partnership, at the City of
Lakeland, County of Polk, State of Florida, has named LAWRENCE T. MAXWELL, located in Lakeland, Polk
County, Florida, as its agent to accept service of process within this state.

GENERAL PARTNER:

A & M BUSINESS PROPERTIES, INC., an Ohio
corporation

By:


Lawrence T. Maxwell, its Vice President

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated partnership, at the place
designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of
said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes,
§620.105 and §620.106.


Lawrence T. Maxwell, Registered Agent