



THE UNITED STATES
CORPORATION
COMPANY

A 98000000718

ACCOUNT NO. : 072100000032

REFERENCE : 746258 4352702

AUTHORIZATION :

Patricia K...

COST LIMIT : \$ 1837.50

ORDER DATE : March 18, 1998

ORDER TIME : 2:58 PM

ORDER NO. : 746258-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

400002461424--6

DOMESTIC FILING

NAME: MARSH CREEK ASSOCIATES, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

3/18/98
[Signature]

RECEIVED
98 MAR 18 PM 4:13
DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 18 PM 4:24

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARSH CREEK ASSOCIATES, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "Marsh Creek Associates, Ltd."

2. The address of the office of the limited partnership is:

1774 South Drive
Sarasota, Florida 34239

3. The name and address of the agent for service of process on the limited partnership is:

Marsh Creek Communities, Inc.
1774 South Drive
Sarasota, Florida 34239

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

Marsh Creek Communities, Inc.
1774 South Drive
Sarasota, Florida 34239

598000004797

5. The mailing address of the limited partnership is:

1774 South Drive
Sarasota, Florida 34239

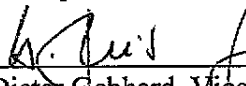
6. The latest date upon which the limited partnership shall dissolve is December 31, 2045.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the
General Partner of Marsh Creek Associates, Ltd., this the 10th day of March 1998.

Marsh Creek Communities, Inc.,
a Florida corporation

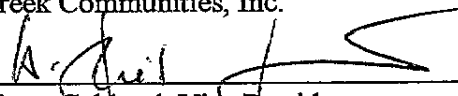
By: 
H. Dieter Gebhard, Vice President
"General Partner"

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98 MAR 18 PM 4: 24

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Marsh Creek Associates, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Marsh Creek Communities, Inc.

By: 
H. Dieter Gebhard, Vice President
"Registered Agent"

jfl-303767

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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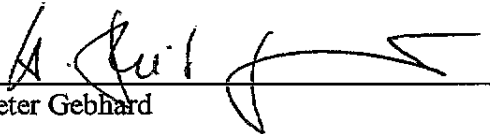
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared H. Dieter Gebhard, as Vice President of Marsh Creek Communities, Inc., a Florida corporation, which is the General Partner of Marsh Creek Associates, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$500,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

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


H. Dieter Gebhard

SWORN TO AND SUBSCRIBED before me this 10th day of March 1998 by H. Dieter Gebhard, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



"OFFICIAL NOTARY SEAL"
J. MICHAEL HARTENSTINE
MY COMM. EXP. 1-5-98
No. CC 337666


Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

jfl-303771