

A980000000817

Memo

Date: 03/17/98
To: Florida Department of State
Division of Corporations
From: Charles E. Hartman
RE: Certificate of Limited Partnership Filing

FILED
98 MAR 31 PM 3:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

To whom it may concern:

Please find enclosed our Certificate of Limited Partnership and accompanying filing fees. Please file accordingly or call our office with any inquiries.

The person you should contact with any questions is Chick Hartman at 2320 S. Third Street, Suite 11, Jacksonville Beach, Florida, 32250, or call at (904) 270-1042.

Thank you for your assistance.

400002473614-- 8
-03/31/98--01054--001
****621.25 ****621.25

500002461925-- 1
-03/19/98--01043--001
****113.75 ****113.75

A98-817

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1998

CHICK HARTMAN
2320 S. THIRD STREET, SUITE 11
JACKSONVILLE, FL 32250

SUBJECT: ASHLEY CROSSINGS APARTMENTS HOMES OF FLORIDA, L.P.
Ref. Number: W98000006228

FILED
98 MAR 31 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ASHLEY CROSSINGS APARTMENTS HOMES OF FLORIDA, L.P. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$621.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report	
\$7 per \$1000 of invested capital	
(\$52.50 minimum - \$437.50 maximum)	
plus Supplemental Fee of \$138.75	
Reinstatement	
(\$500 for each year or part thereof the	
partnership was revoked plus the delinquent	
annual report fees)	

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 998A00015092

MASON-PHILLIPS & CO., INC.

Investment Bankers

712 E. WASHINGTON STREET

GREENVILLE, SC 29601

(864) 370-0009

CHARLES E. HARTMAN

VANESSA L. HARTMAN, ESQ.

March 28, 1998

Tammi Cline
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Cline,

As per our conversations earlier this week I am sending this letter to resolve the issues you raised regarding our Limited Partnership filing. As we discussed, your initial documents sent to us prior to our filing were vague regarding any exact suffix that must be used for a Limited Partnership. Due to the ambiguity of your instructions, we assumed that "L.P." would suffice as a suffix "such as LTD., LIMITED, or LIMITED PARTNERSHIP."

We have decided to use the "LIMITED PARTNERSHIP" suffix so our filing should be amended to read "ASHLEY CROSSINGS APARTMENT HOMES OF FLORIDA, LIMITED PARTNERSHIP."

You will also find enclosed the balance of what we owe for our filing. I anticipate a timely response and that you will proceed with the filing immediately. This delay has already caused great inconvenience.

Sincerely,

Vanessa L. Hartman
Vanessa L. Hartman

FILED
98 MAR 31 PM
TOLL FREE
800-845-9688
FACSIMILE
864-233-9798

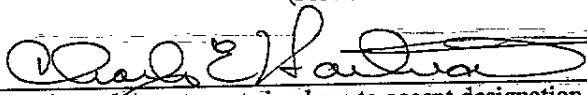
CERTIFICATE OF LIMITED PARTNERSHIP

1. Ashley Crossings Apartment Homes of Florida, L.P. Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 2320 S. Third Street, Suite 11, Jacksonville Beach, FL, 32250
(Business address of Limited Partnership)

3. Charles E. Hartman
(Name of Registered Agent for Service of Process)

4. 2320 S. Third Street, Suite 11, Jacksonville Beach, FL, 32250
(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 2320 S. Third Street, Suite 11, Jacksonville Beach, FL, 32250
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 2039

8. Name(s) of general partner(s): _____ Street address: _____

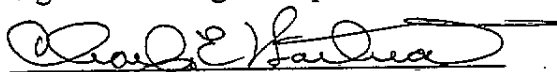
Mason-Phillips Properties of 2320 S. Third St., Ste. 11
Florida, IV, Inc. Jacksonville Beach, FL, 32250

997-17569

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17th day of March, 19 98.

Signature of all general partners:


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Ashley Crossings Apartment
Homes of Florida, L.P. Limited Partnership
a Florida Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$ 0

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 100,000

Signed this 17th day of March, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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SECRET
STATE
FLORIDA