A98000000825



ACCOUNT NO.: 072100000032

REFERENCE: 764225 4319524

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE : April 1, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 764225-005

CUSTOMER NO: 4319524

CUSTOMER: Susan L. Priess, Legal Assist

BOOSE, CASEY, CIKLIN, LUBITZ, MARTENS, MCBANE & O'CONNELL 515 North Flagler Drive

19th Floor

West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ASPENWOOD ASSOCIATES, LTD.

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY

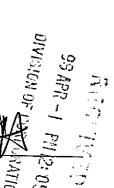
____ PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS

SECRETARY OF SIALL DIVISION OF CORPORATION 98 APR - 1 PM 1: 22



-1 FIII 2: 05

A98-825

CERTIFICATE OF LIMITED PARTNERSHIP OF

ASPENWOOD ASSOCIATES, LTD.

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

- 1. The name of the partnership is: ASPENWOOD ASSOCIATES, LTD.
- 2. The location of the principal place of business of the partnership is: 2900 North Military Trail, Suite 200, Boca Raton, Florida 33431.
- 3. The name and location of the registered agent is as follows: Robert L. Crane, Esquire, 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida 33401.
 - 4. The names and business addresses of the General Partners are set forth below:

Aspenwood Townhomes, Inc., a Florida corporation 2900 North Military Trail, Suite 200 Boca Raton, Florida 33431.

- 5. The mailing address of the Partnership is: 2900 North Military Trail, Suite 200, Boca Raton, Florida 33431.
 - 6. The latest date upon which the Partnership shall dissolve is April 1, 2008.
- 7. The effective date of this Certificate of Limited Partnership shall be the date upon which this Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida.
- 8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by all of the general partners of ASPENWOOD ASSOCIATES, LTD. this 31st#kday of March, 1998.

GENERAL PARTNER:

ASPENWOOD TOWNHOMES, INC.

Peter M. Burgess, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ASPENWOOD ASSOCIATES, LTD, a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By_

Robert L. Crane, Esquire, Registered Agent

DIVISION OF CORPORATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIPS

The undersigned constituting all of the general partners of **ASPENWOOD ASSOCIATES**, **LTD.**, a Florida Limited Partnership, certify:

1. The amount of c	capital contributions to date of the	limited partners is \$500,000.00.
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2.	The total amount contributed and anticipated to be contributed by the limited par	irtners
at this time tot	ls \$500,000.00.	a thois

Signed this 31 th day of March 1998.

FURTHER AFFIANT SAYETH NOT.

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.

ASPENWOOD TOWNHOMES, INC. a Florida Corporation as General Partner

By:

Peter M. Burgess President