



THE UNITED STATES
CORPORATION
COMPANY

A98000001297

ACCOUNT NO. : 072100000032

REFERENCE : 813639 7115699

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 11, 1998

ORDER TIME : 10:41 AM

ORDER NO. : 813639-005

CUSTOMER NO: 7115699

CUSTOMER: Ms. Janet S. Feldpausch
MADDIN HAUSER WARTELL ROTH
HELLER & PESSES, P.C.
Third Floor Essex Centre
28400 Northwestern Highway
Southfield, MI 48034

100002518481--2
-05/11/98--01051--019
*****350.00 *****350.00

100002518481--2
-05/11/98--01051--020
*****35.00 *****35.00

DOMESTIC FILING

NAME: PORTFOLIO SEVEN OF FLORIDA
LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 11:51

B/K
5/26/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PORTFOLIO SEVEN OF FLORIDA LIMITED PARTNERSHIP
Ref. Number: W98000010673

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 26 AM 11:51

We have received your document for PORTFOLIO SEVEN OF FLORIDA LIMITED PARTNERSHIP and your check(s) totaling \$385.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are still retaining the \$385.00 payment you sent.

Again, we are returning the partnership application, because the general partner PORTFOLIO SEVEN GP, LLC, still isn't filed.

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: 998A00028352

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 22 AM 11:30



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 11, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PORTFOLIO SEVEN OF FLORIDA LIMITED PARTNERSHIP
Ref. Number: W98000010673

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 11:51

We have received your document for PORTFOLIO SEVEN OF FLORIDA LIMITED PARTNERSHIP and your check(s) totaling \$385.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Before this partnership can be filed, its General Partner -- PORTFOLIO SEVEN GP, LLC -- will have to qualify in Florida.

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: 798A00026019

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PORTFOLIO SEVEN OF FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 11:57

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of Portfolio Seven of Florida Limited Partnership, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **Portfolio Seven of Florida Limited Partnership.**

2. The business address is: **c/o Park Manager, 1040 Marco Court, Greenacres, Florida 33463.**

The mailing address is: **P.O. Box 339695, Farmington Hills, Michigan 48333.**

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statute is:

Corporation Service Company

4. The Florida street address for the registered agent is:

**1201 Hays Street
Tallahassee, Florida 32301**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **Portfolio Seven of Florida Limited Partnership**, at the place designated in this Certificate of Limited Partnership of Portfolio Seven of Florida Limited Partnership, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY,
Registered Agent

By: *Gail Shueley*

Dated: 5-11, 1998

- Portfolio Seven GP, LLC**
31550 Northwestern Highway, Suite 110
Farmington Hills, Michigan 48334

- IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 29th day of April, 1998, in accordance with Section 620.114 of the Florida Statute.

By: Ross H. Partrich
Ross H. Partrich, Manager

State of Michigan)
) SS
County of Oakland)

The foregoing instrument was acknowledged before me this 29th day of April, 1998, by Ross H. Partrich in his capacity as Manager of Portfolio Seven G.P., LLC. The aforesaid Ross H. Partrich personally appeared before me, and is personally known to me.

Janet S. Feldpausch
Notary Public, Oakland County, Michigan
My Commission expires: 1-20-2000

NOTORIAL
SEAL

2

AFFIDAVIT

BEFORE ME, the undersigned, constituting the sole general partner of Portfolio Seven of Florida Limited Partnership, a Florida limited partnership, certifies as follows:

1. The initial Limited Partners of Portfolio Seven of Florida Limited Partnership have contributed property valued at \$ 50,000.00 to the Partnership as their initial capital contributions.
2. The initial Limited Partners anticipate making no additional capital contributions other than the contributions stated above.

FURTHER AFFLIANT SAYETH NAUGHT.

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.

PORTFOLIO SEVEN GP, LLC.,
a Michigan limited liability company, General
Partner

By: [Signature]
Ross H. Partrich, Manager

State of Michigan)
) SS
County of Oakland)

The foregoing instrument was acknowledged before me this 29th day of April, 1998, by Ross H. Partrich in his capacity as Manager of Portfolio Seven GP, LLC. The aforesaid Ross H. Partrich personally appeared before me, and is personally known to me.

[Signature]
Notary Public
Oakland County, Michigan
My Commission Expires: 1-20-2000

NOTARIAL
SEAL