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ACCOUNT NO. : 072100000032

REFERENCE : 873371 87551A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 1998

ORDER TIME : 11:10 AM

ORDER NO. : 873371-025

CUSTOMER NO: 87551A

CUSTOMER: Cathy M. Scott, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: ATRIUM I APARTMENT EQUITY
INVESTORS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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**CERTIFICATE OF LIMITED
PARTNERSHIP OF
ATRIUM I APARTMENT EQUITY INVESTORS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Atrium I Apartment Equity Investors, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located
at:

3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

3. Registered Agent and Office. The name and address of the registered
agent of the Partnership for service of process pursuant to Section 620.105, Florida
Statutes, are:

Lawrence B. Juran, P.A.
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

4. Name and Address of the General Partner. The name and address of the
sole general partner of the Partnership are:

Atrium I Apartment Equity Corporation
3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

5. Mailing Address of the Partnership. The mailing address of the Partnership
is:

3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, FL 33410

6. Effective Date of Limited Partnership. The effective date of the Partnership
shall be the date it is filed with the Secretary of State of Florida.

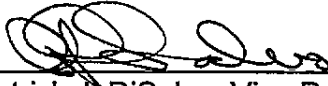
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7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is June 30, 2098.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 26th day of June, 1998.

ATRIUM I APARTMENT EQUITY
CORPORATION, a Florida corporation,
Sole General Partner

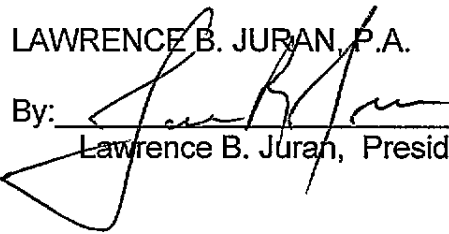
By: 
Patrick J. DiSalvo, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 26 day of June, 1998.

LAWRENCE B. JURAN, P.A.

By: 
Lawrence B. Juran, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned notary public, personally appeared Patrick J. DiSalvo, Vice President of Atrium I Apartment Equity Corporation, a Florida corporation, the sole general partner of Atrium I Apartment Equity Investors, Ltd., a Florida limited partnership (the "Partnership"), whose business address is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, FL 33410, who, upon being duly sworn, certifies on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$10.00.
2. The amount anticipated to be contributed by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT:

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.

Dated: June 26th, 1998.

Sole General Partner:

ATRIUM I APARTMENT EQUITY
CORPORATION, a Florida corporation

By: 
Patrick J. DiSalvo
Its: Vice President

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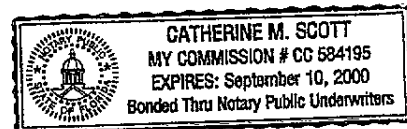
Sworn to and subscribed before me this 26th day of June, 1998 by Patrick J. DiSalvo, as Vice President of Atrium I Apartment Equity Corporation, a Florida corporation, on behalf of the corporation. Personally known ✓ or produced _____ as identification.

NOTARY PUBLIC

Sign: Catherine M Scott
Print: CATHERINE M. SCOTT
State of Florida at Large
My commission expires: _____
Serial Number, if any: _____

(NOTARIAL SEAL)

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