



THE UNITED STATES  
CORPORATION  
COMPANY

A98000001761

ACCOUNT NO. : 072100000032

REFERENCE : 902342 11758A

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 140.00

ORDER DATE : July 23, 1998

ORDER TIME : 2:18 PM

ORDER NO. : 902342-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq  
DOUMAR CURTIS CROSS LAYSTROM  
PERLOFF  
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

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DIVISION OF CORPORATIONS  
98 JUL 23 PM 3:36

DOMESTIC FILING

NAME: VICTORIA POINTE VENTURE  
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
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: Janna Wilson

EXAMINER'S INITIALS:

(6)

*BK*

7/23/98  
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

VICTORIA POINTE VENTURE LIMITED PARTNERSHIP

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THE UNDERSIGNED, constituting the General Partner of VICTORIA POINTE VENTURE LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. VICTORIA POINTE VENTURE LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

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AMERICAN APARTMENT COMMUNITIES  
VICTORIA POINTE, INC.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

5. Mailing address of the Partnership is.

VICTORIA POINTE VENTURE  
LIMITED PARTNERSHIP  
c/o American Apartment  
Communities Victoria Pointe, Inc.  
General Partner  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

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6. Latest date upon which the Partnership will dissolve.

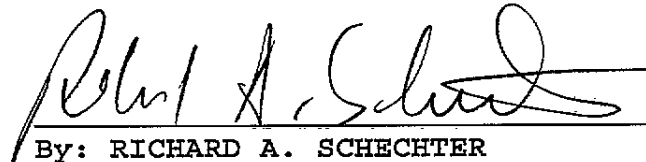
Will be in accordance with Section 620.157  
of the Florida Statute, however, no later than  
December 31, 2047.

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

IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Limited Partnership of VICTORIA POINTE VENTURE  
LIMITED PARTNERSHIP, this 16<sup>th</sup> day of July, 1998.

GENERAL PARTNER:

AMERICAN APARTMENT COMMUNITIES  
VICTORIA POINTE, INC.

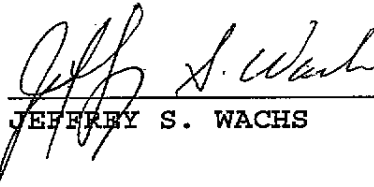


By: RICHARD A. SCHECHTER  
Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for VICTORIA POINTE  
VENTURE LIMITED PARTNERSHIP, a Florida limited partnership  
("Partnership"), in the foregoing Certificate of Limited  
Partnership, I, on behalf of the Partnership agree to comply with  
any and all statutes relative to the complete and proper  
performance of the duties of a registered agent.

REGISTERED AGENT:

  
JEFFREY S. WACHS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned authority, personally appeared  
RICHARD A. SCHECHTER, the Vice President of AMERICAN APARTMENT  
COMMUNITIES VICTORIA POINTE, INC., the General Partner of VICTORIA  
POINTE VENTURE LIMITED PARTNERSHIP, a Florida limited partnership,  
herein referred to as the "Partnership", who, upon being duly  
sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions  
to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be  
contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital  
Contributions as the duly authorized representative of the General  
Partner of said Partnership.

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 this 16 day of July, 1998.



RICHARD A. SCHECHTER  
Vice President

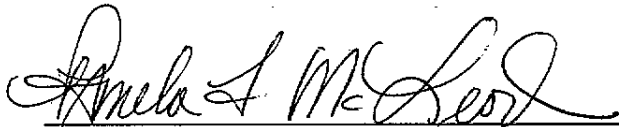
STATE OF FLORIDA )

SS: )

COUNTY OF \_\_\_\_\_ )

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SWORN TO AND SUBSCRIBED before me, the undersigned authority, by RICHARD SCHECHTER, Vice President of American Apartment Communities Victoria Pointe, Inc. and who appeared personally before me and took an oath, who is personally known to me or who produced his drivers license as identification, on this 16th day of July, 1998.



Notary Public, State of Florida

Print Name: PAMELA F McLEOD

My Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



Pamela F McLeod

My Commission CC748231

Expires June 4, 2002