

THE UNITED STATES
CORPORATION
COMPANY

A98000001880

ACCOUNT NO. : 072100000032

REFERENCE : 911984 4381472

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ ~~112.85~~

ORDER DATE : July 31, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 911984-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

700002604387--0

DOMESTIC AMENDMENT FILING

NAME: HIGHLAND POINTE, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 4:17

(5)
MAKING AMENDMENT
of ARTICLES

mpl

6/5/98

RECEIVED
98 JUL 31 PM 12:11
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 4:17

August 3, 1998

CASSANDRA BRYANT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HIGHLAND POINTE, LTD.
Ref. Number: W98000017588

RESUBMIT
Please give original
submission date as file date.

We have received your document for HIGHLAND POINTE, LTD. and the authorization to debit your account in the amount of \$148.75. However, the document has not been filed and is being returned for the following:

As discussed, this CERTIFICATE OF CONVERSION AND CERTIFICATE OF LIMITED PARTNERSHIP will have to be accompanied by an AFFIDAVIT OF CAPITAL CONTRIBUTIONS. You may draw up your own document or use our AFFIDAVIT form.

ALSO, the partnership's MAILING ADDRESS must be listed in the CERTIFICATE document along with the RECORD KEEPING address already listed in Item 6.

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: 198A00040559

RECEIVED
98 AUG -5 PM 1:00
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HIGHLAND POINTE, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 4: 17

Pursuant to the authority of Section 620.8902, Florida Statutes, the undersigned, constituting the all of the general partners of HIGHLAND POINTE, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The Partnership has been converted from a general partnership to a limited partnership pursuant to the terms set forth in Section 620.8902, Florida Statutes.
2. The Partnership's former name was Donlee Partnership.
3. The number of votes cast by the partners of the Partnership in order to approve of the conversion was unanimous.
4. The effective date of the conversion shall be the date of the filing of this Certificate of Limited Partnership.
5. The name and address of the general partner of the Partnership is:

898000062861
HIGHLAND POINTE, INC., a Florida corporation
3300 S. Hiawassee Road, Suite 107
Orlando, Florida 32835

The Partnership's mailing address and

6. [^] The address of the office where records shall be kept shall be 3300 S. Hiawassee Road, Suite 107, Orlando, Florida 32835. The name and address of the registered agent for service of process for the Partnership is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

7. The latest date upon which the Partnership is to dissolve shall be December 31, 2048.

This Certificate has been executed by the undersigned as of the 27th day of July, 1998.

GENERAL PARTNER:

HIGHLAND POINTE, INC.,
a Florida corporation

By: _____

Lee Chira, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for HIGHLAND POINTE, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: _____

Randal M. Alligood,
Vice President

Dated this 27th day of July, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 4:17

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of HIGHLAND POINTE, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of HIGHLAND POINTE, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$ 100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

HIGHLAND POINTE, INC., a Florida corporation

By: [Signature]
Lee Chira,
President

Dated this 20th day of July, 1998.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of July, 1998, by Lee Chira, as President of Highland Pointe, Inc., a Florida corporation, as general partner of HIGHLAND POINTE, LTD. He is personally known to me or has produced _____ as identification and who did not take an oath.

[Signature]
(Signature of Notary Public)

BRENDA J. CARLSON
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____



Brenda J Carlson
My Commission CC580585
Expires Oct. 26, 2000