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August 12, 1998

SENT VIA FEDERAL EXPRESS, AIRBILL NO. 1616122476

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-08/14/98--01040--001
***1960.00 ***1837.50

Re: **American Residences AG, a Swiss corporation**
American Residences Limited Partnership No. 1, Ltd.

Dear Sir/Madam:

Pursuant to the qualification of the foreign corporation, **American Residences AG**, a Swiss corporation, enclosed are the following:

1. Application by Foreign Corporation for Authorization to Transact Business;
2. original Certificate of Existence - American Residences AG, a Swiss corp.;
3. check to cover the following:

(a) filing fee	\$35.00
(b) certified copy	\$52.50
(c) registered agent designation	\$35.00
TOTAL	<u>\$122.50</u>

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DIVISION OF CORPORATIONS
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Simultaneously with the filing of the Application by Foreign Corporation for Authorization to Transact Business in Florida, enclosed for filing are the following partnership documents:

1. original Certificate of Limited Partnership Agreement of American Residences Limited Partnership No. 1, Ltd.;
2. Affidavit as required by *Florida Statutes*, §620.108; and
3. check to cover the following:

(a) filing fee	\$1750.00
(b) resident agent designation	\$ 35.00
(c) certified copy	<u>\$ 52.50</u>
TOTAL	<u>\$1837.50</u>

Please file the above enclosures and return to the undersigned the certified copies. Thank you for your prompt assistance. Please call me if you have any questions.

Very truly yours,

Cat L. Brower
Cat L. Brower
Legal Assistant to
Bradley J. Davis

:cb
Enclosures

Name	<i>MTH</i>
Availability	<i>MTH</i>
Document Examiner	<i>MTH</i>
Updater	<i>MTH</i>
Updater Verifyer	<i>MTH</i>
Acknowledgement	<i>MTH</i>
W. P. Verifyer	<i>MTH</i>

CERTIFICATE
of
LIMITED PARTNERSHIP AGREEMENT
of
AMERICAN RESIDENCES LIMITED PARTNERSHIP NO. 1, LTD.

The undersigned, being of age and having capacity to contract, do hereby form this limited partnership in accordance with the provisions of Chapter 620, Part I, of the Florida Statutes, as of the 12th day of August, 1998.

ARTICLE I
NAME

The name of this limited partnership shall be AMERICAN RESIDENCES LIMITED PARTNERSHIP NO. 1, LTD.

ARTICLE II
CHARACTER OF BUSINESS

This limited partnership is being formed for the purpose of carrying on the business of ownership and operation of real property and for the performance of other acts necessary and reasonable to the accomplishment of the purposes for which the limited partnership is being formed.

ARTICLE III
LOCATION OF PRINCIPAL PLACE OF BUSINESS AND
MAILING ADDRESS OF BUSINESS

The principal place of business and mailing address of the limited partnership shall be:

American Residence AG
c/o Bradley J. Davis
390 N. Orange Avenue, Suite 800
Orlando, FL 32803

ARTICLE IV
NAME OF RESIDENCE OF PARTNERS

The name and business address of the general partner of this limited partnership is:

American Residence AG
a Swiss corporation, authorized to do business in Florida
Metallstr. 9a
CH 6304 ZUG

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**ARTICLE V
TERM OF EXISTENCE**

This limited partnership shall terminate on December 31, 2048.

**ARTICLE IX
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to Section 620.105, Florida Statutes, the office and the name and address of the agent for service of process is:

Harold L. Downing
Suite 800, 390 N. Orange Avenue
Orlando, Florida 32801

IN WITNESS WHEREOF, the General Partner has hereunto set its hand and seal as of the date first above written.

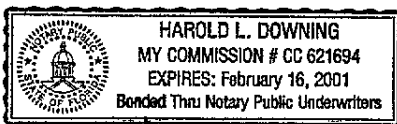
GENERAL PARTNER

AMERICAN RESIDENCE AG,
a Swiss corporation

By: *Max Marti*
Max Marti, Chairman/President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the foregoing instrument was acknowledged this 12th day of August, 1998, by Max Marti, who is the Chairman/President of American Residences AG, a Swiss corporation. Said person did not take an oath and [check one] is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____



Harold L. Downing
Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 620.192, Florida Statutes (1991).


HAROLD L. DOWNING
Registered Agent

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AFFIDAVIT
AMERICAN RESIDENCES LIMITED PARTNERSHIP NO. 1, LTD.

STATE OF FLORIDA
COUNTY OF ORANGE

THIS DAY BEFORE ME, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared Max Marti ("Affiant"), who after being duly sworn, deposes and states as follows:

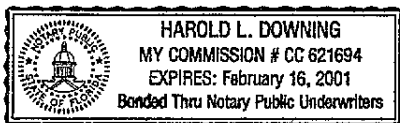
1. The Affiant is over the age of eighteen (18) years of age and makes this Affidavit on personal knowledge.
2. The Affiant, being the sole General Partner of American Residences Limited Partnership No. 1, Ltd., a Florida limited partnership, files this Affidavit pursuant to Section 620.108, Florida Statutes:
 - a. The amount of the capital contribution of the limited partners is \$260,000.00.
 - b. No additional capital contributions by the limited partners is anticipated.

SOLE GENERAL PARTNER:

AMERICAN RESIDENCE AG
a Swiss corporation, authorized to transact
business in Florida

By: *Max Marti*
Max Marti, Chairman/President

Sworn to and subscribed before me this 12th day of August 1998, by Max Marti, who is the Chairman/President of American Residences AG, a Swiss corporation. Said person did not take an oath and [check one] is personally known to me, , who (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____ . Affiant did take an oath.



Harold L. Downing
Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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