



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000002129

ACCOUNT NO. : 072100000032

REFERENCE : 961557 82866A

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 140.00

ORDER DATE : September 15, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 961557-005

CUSTOMER NO: 82866A

700002639867--0

CUSTOMER: Ms. Lee Tranford  
CLARK & CAMPBELL, P.A.

Post Office Box 6559

Lakeland, FL 33807-6559

DOMESTIC FILING

NAME: AMBERTON WOODS, LTD.

EFFECTIVE DATE:

(4)

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:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 15 PM 2:16  
RECEIVED  
98 SEP 15 PM 12:10  
DIVISION OF CORPORATION

*B/K*  
*9/15/98*

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
AMBERTON WOODS, LTD.  
A Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is AMBERTON WOODS, LTD.
2. The address of the office of the Partnership is c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
3. The name and address of the agent for service of process on the Partnership is Lawrence T. Maxwell, c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
4. The name and business address of the general partner is A & M BUSINESS PROPERTIES, INC., c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
5. The mailing address of the Partnership is c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of AMBERTON WOODS, LTD., this 14th day of September, 1998.

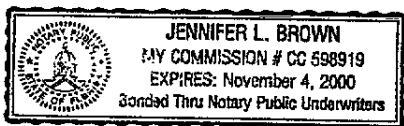
**GENERAL PARTNER:**

A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell  
Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to and subscribed before me this 14th day of September, 1998, by LAWRENCE T. MAXWELL, as Vice President of A & M BUSINESS PROPERTIES, INC., General Partner of AMBERTON WOODS, LTD., a Florida limited partnership, who is personally known to me or known to me by evidence of identification of \_\_\_\_\_, and who did take an oath.



Jennifer L. Brown  
NOTARY PUBLIC

My Commission Expires: 11-4-2000

My Commission Number: CC 598919

Jennifer L. Brown  
(Name of Notary typed, printed or stamped)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 15 PM 2:16

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF  
AMBERTON WOODS, LTD.  
A Florida limited partnership

FILED STATE  
DIVISION OF CORPORATIONS  
98 SEP 15 PM 2:16

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared, LAWRENCE T. MAXWELL, Vice President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, general partner of AMBERTON WOODS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand Dollars (\$1,000.00).
2. The Partnership anticipates raising no additional capital.

Under penalties of perjury, I declare that I have read the foregoing and that the facts above stated are true, to the best of my knowledge and belief.

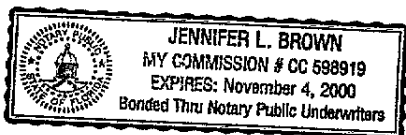
GENERAL PARTNER:

A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell  
Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to and subscribed before me this 14th day of September, 1998, by LAWRENCE T. MAXWELL, Vice President of A & M BUSINESS PROPERTIES, INC., General Partner of AMBERTON WOODS, LTD., a Florida limited partnership, who is personally known to me or known to me by evidence of identification of \_\_\_\_\_, and who did take an oath.



Jennifer L. Brown  
NOTARY PUBLIC  
My Commission Expires: 11-4-2000  
My Commission Number: CC 598919  
Jennifer L. Brown  
(Name of Notary typed, printed or stamped)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

FILED  
SECRETARY OF CORPORATIONS  
98 SEP 15 PM 2:16

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That AMBERTON WOODS, LTD., a Florida limited partnership, desiring to organize under the laws of the state of Florida with its principal office as indicated in the Certificate of Limited Partnership, at the City of Lakeland, County of Polk, State of Florida, has named LAWRENCE T. MAXWELL, located in Lakeland, Polk County, Florida, as its agent to accept service of process within this state.

**GENERAL PARTNER:**

A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell  
Lawrence T. Maxwell, its Vice President

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated partnership, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §620.105 and §620.106.

Lawrence T. Maxwell  
Lawrence T. Maxwell, Registered Agent