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MORRISON & CONROY
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J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
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TELECOPIER (941) 649-8140

September 22, 1998

Via Federal Express

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/23/98--01041--006
***1627.50 ***1627.50

Re: **Certificate of Limited Partnership of Fairway Preserve Apartments at
Olde Cypress, Ltd.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed is a check in the amount of \$1,627.50 to cover the following costs:

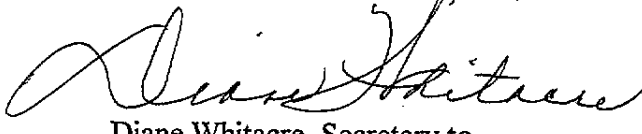
1. \$1,540.00 - Filing Fee;
2. \$ 35.00 - Designation of Registered Agent;
3. \$ 52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$1,627.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

Name	MCH
Availability	MCH
Document Examiner	MCH
Updater	MCH
Updater Verifier	MCH
Acknowledgement	MCH
vt. P. Verifier	MCH

Encl.

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DIVISION OF CORPORATIONS
98 SEP 23 PM 1:13

**CERTIFICATE OF LIMITED PARTNERSHIP OF
FAIRWAY PRESERVE APARTMENTS AT OLDE CYPRESS, 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:

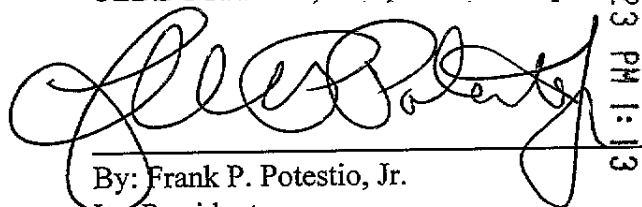
1. The name of the Limited Partnership is Fairway Preserve Apartments at Olde Cypress, Ltd.
2. The address of the office of the Limited Partnership is 4288 Silver Fox Drive, Naples, Florida 34119.
3. The name and address of the agent for service of process on the Limited Partnership is J. Thomas Conroy, III, Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103.
4. The name and business address of the General Partner is Fairway Preserve Apartments at Olde Cypress, Inc., a Florida corporation, 4288 Silver Fox Drive, Naples, Florida 34119. *P98-82932*
5. The mailing address of the Limited Partnership is 4288 Silver Fox Drive, Naples, Florida 34119.
6. The Limited Partnership exists in perpetuity.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of Fairway Preserve Apartments at Olde Cypress, Ltd. this 21 day of September, 1998.

GENERAL PARTNER:

FAIRWAY PRESERVE APARTMENTS AT
OLDE CYPRESS, INC., a Florida corporation

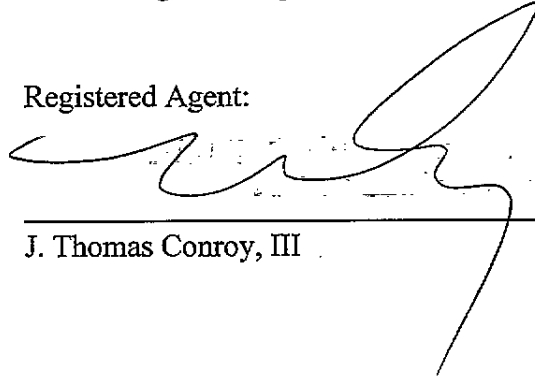

By: Frank P. Potestio, Jr.
Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Fairway Preserve Apartments at Olde Cypress, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and on behalf of the Limited Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



J. Thomas Conroy, III

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

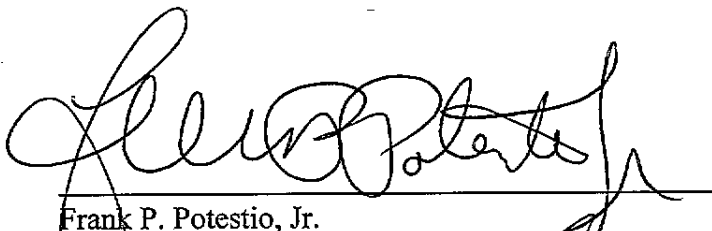
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Frank P. Potestio, Jr., President of Fairway Preserve Apartments at Olde Cypress, Inc., a Florida corporation, the General Partner of Fairway Preserve Apartments at Olde Cypress, 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, Two Hundred Twenty Thousand Dollars and No/100 (\$220,000.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

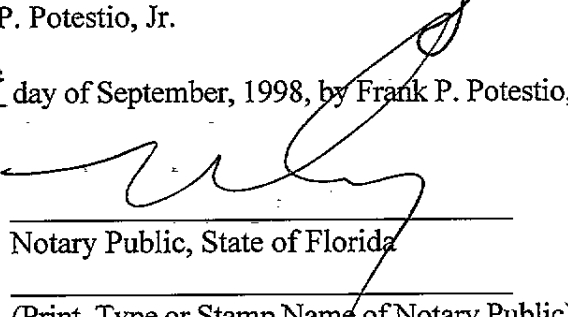
Under penalties of perjury, I declare that I have read the foregoing and such statements are true, to the best of my knowledge and belief.

STATE OF FLORIDA
COUNTY OF COLLIER


Frank P. Potestio, Jr.

Sworn to and subscribed before me this 21st day of September, 1998, by Frank P. Potestio, Jr.

(SEAL)


Notary Public, State of Florida

(Print, Type or Stamp Name of Notary Public)

Personally known ✓ or
Type of Identification Produced _____

Corp/OldeCypress