



THE UNITED STATES
CORPORATION
COMPANY

A98000002278

ACCOUNT NO. : 072100000032

REFERENCE : 982456 4656E

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 148.75

ORDER DATE : October 2, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 982456-015

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 3:41

DOMESTIC FILING

NAME: HACIENDA COMMUNITIES, LTD.

800002654698--8

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

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:

10/2/98
BH

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HACIENDA COMMUNITIES, LTD.**

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THE UNDERSIGNED, constituting the general partner of **HACIENDA COMMUNITIES, LTD.**, (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name.** The name of the Partnership shall be **HACIENDA COMMUNITIES, LTD.**
2. **Registered Agent.** The initial registered office of the Partnership in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301-2607. The name of the initial registered agent is the Corporation Service Company at the above address.
3. **General Partner.** The name and address of the general partner of the Partnership is:

Hacienda Communities, L.C.
4340 East West Highway, Suite 206
Bethesda, Maryland 20814
295000002 013
4. **Partnership Address.** The office and mailing address for the Partnership shall be 4340 East West Highway, Suite 206, Bethesda, Maryland 20814.
5. **Dissolution.** The latest date upon which the Partnership will dissolve is December 31, 2048.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach hereto an Affidavit of Capital Contributions declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

HACIENDA COMMUNITIES, L.C.,
a Florida limited liability company, as general partner


By: Barry L. Haase
Title: Manager

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **HACIENDA COMMUNITIES, LTD.**, a Florida limited partnership (the "Partnership"), did hereby swear and certify as follows:

1. The amount of capital contributions of the limited partners is \$ zero.
2. The anticipated amount of the capital contributions of the limited partners will be \$ zero.

Dated this 1st day of October, 1998

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.

HACIENDA COMMUNITIES, L.C.,
a Florida limited liability company, as general partner

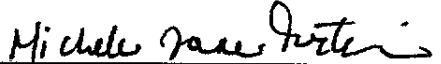

By: Barry L. Haase
Title: Manager

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 1st day of October, 1998, by Barry L. Haase, Manager of Hacienda Communities, L.C., a Florida limited liability company, the general partner of the above-referenced Partnership, who is personally known to me or has produced _____ as identification.



MICHELE JANE TURTON
My Commission CC441164
Expires Feb. 22, 1999
Bonded by HAI
800-422-1555


Print name: MICHELE JANE TURTON
Notary Public, State of FLORIDA
Commission Number: CC 441164
My commission Expires: 02/22/99

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).

Deborah S. Skipper

Print Name: Corporation Service Company

Its: Registered Agent

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