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WALTER G. WOODS, CHARTERED

ATTORNEY AT LAW

3388 N.E. SUGARHILL AVE.

JENSEN BEACH, FLORIDA 34957

WALTER G. WOODS
BOARD CERTIFIED REAL ESTATE LAWYER

TEL: (561) 334-0108
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January 6, 1999

via Federal Express

Division of Corporations
New Filings
LIMITED PARTNERSHIPS
409 East Gaines Street
Tallahassee, Florida 32399

Re: FAIRVIEW FOREST APARTMENTS, LTD.

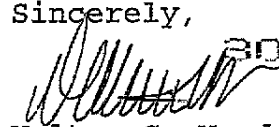
To Whom It May Concern:

Please find enclosed the original and one copy of the proposed Certificate of Limited Partnership, Affidavit of Capital Contributions and Certificate Designating Place of Business For the Service of Process within Florida and Registered Agent Upon Whom Process May be Served for the above-referenced Limited Partnership.

Also enclosed is my check payable to your order in the amount of \$140.00 to cover the cost of filing for a Limited Partnership, all amendments, a certificate of Registered Agent and the cost of a certified copy of the documents. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this Limited Partnership and sending me a duly certified copy. If this name is not available, please call me at (561) 334-0108, collect.

Sincerely,


Walter G. Woods

WGW/kc
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
FAIRVIEW FOREST APARTMENTS, LTD.

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THE UNDERSIGNED, desiring to form the Limited Partnership of FAIRVIEW FOREST APARTMENTS, LTD., (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is FAIRVIEW FOREST APARTMENTS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 3232 SE Dixie Highway, Stuart, Florida 34997.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be 3232 SE Dixie Highway, Stuart, Florida 34997.

4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

FVFA, INC., a Florida corporation
3232 SE Dixie Highway
Stuart, Florida 34997

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 PM on December 31, 2049, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.


6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 6th day of January, 1999.

"General Partner"

FVFA, INC.

By  President
JAMES C. MORGAN, its President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JAMES C. MORGAN, President, of FVFA, INC., as General Partner of FAIRVIEW FOREST APARTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.

2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total two thousand Dollars (\$ 2,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

FVFA, INC.

Kathryn H. Cowdrey
Alfred A. [unclear]

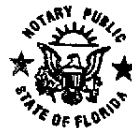
BY *[Signature]*
JAMES C. MORGAN
Its President

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by JAMES C. MORGAN, as President of FVFA, INC., General Partner of FAIRVIEW FOREST APARTMENTS, LTD., [☒] who is/are personally known to me, [☐] who has/have produced _____ as identification.

Kathryn H. Cowdrey
Notary Public
My Commission Expires:



KATHRYN H. COWDREY
My Commission CC483877
Expires Jul. 25, 1999
Bonded by ANB
800-852-5878

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

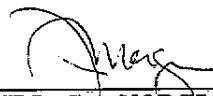
In compliance with Section 620.192, Florida Statutes, the following is submitted:

FAIRVIEW FOREST APARTMENTS, LTD. a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 3232 SE Dixie Highway, Stuart, Florida 34997, has named and designated JAMES C. MORGAN as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6th day of January, 1999.



JAMES C. MORGAN
Registered Agent

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