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Timothy J. Cotter, Esq.

Of Counsel

December 31, 1998

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

600002732066--

-01/06/99-01064-00

***1372.00 ***1372

Re: Vista Gardens I, Ltd., a Florida Limited Partnership

To the Secretary of State:

Enclosed please find the following items relating to the above-referenced partnership:


1. Original and one copy of the Certificate of Limited Partnership;
 2. Affidavit of Capital Contributions;
 2. Check made payable to the Florida Secretary of State in the amount of \$1,372.00 for the following:
 - A. Filing Fee at \$7.00 per \$1000.00 of Capital with Capital of \$170,500.00 \$1197.00
 - B. Certified copy of Certificate 52.50
 - C. Designation of Registered Agent 35.00
- Total \$1,372.00

FILED
99 JAN -6 PM 4: 28
TALLAHASSEE, FLORIDA

OP. 87.50

Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Jeffrey S. Schelling

Name	1/22/99
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	Enclosures
Acknowledgement	DCC
W. P. Verifier	DCC

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Tc
\$170,500.00

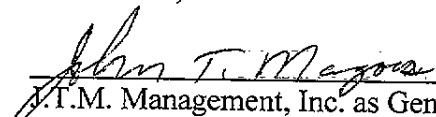
CERTIFICATE OF LIMITED PARTNERSHIP
of
VISTA GARDENS I, Ltd.

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is VISTA GARDENS I, Ltd.
2. The address of the office of the Partnership is:
7045 Barrington Circle #201
Naples, Florida 34108
3. The name and address of the agent for service of process on the Partnership is:
Jeffrey S. Schelling, Esq.
Jeffrey S. Schelling, P.A.
5100 Tamiami Trail North, Suite 142
Naples, Florida 34103
4. The name and business address of the General Partner is as follows:
J. T. M. Management, Inc., a Florida Corporation
7045 Barrington Circle #201 **P98000093285**
Naples, Florida 34108
5. The mailing address for the Partnership is:
7045 Barrington Circle #201
Naples, Florida 34108
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

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 and correct.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership for VISTA GARDENS I, Ltd., on this 31st day of December, 1998.


J.T.M. Management, Inc. as General Partner
By: John T. Magocs as President

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99 JAN -6 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of December, 1998, by J.T.M. Management, Inc. as General Partner, By: John T. Magocs as President, who is personally known to me [] or who has produced satisfactory evidence of identification.



JEFF SCHELLING
My Commission CC561816
Expires Jun. 17, 2000

[Signature]
Notary Public

Typed Name of Notary Public
My commission expires:

Type of Identification

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CERTIFICATE OF LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THE CERTIFICATE OF LIMITED PARTNERSHIP, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF CHAPTER 608 OF THE FLORIDA STATUTES.

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99 JAN -6 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey S. Schelling, P.A.
Attorney at Law
Jeffrey S. Schelling, Esq.
As Registered Agent for
Vista Gardens I, Ltd.
5100 Tamiami Trail North
Suite 142
Naples, Florida 34103


[Signature]
By Jeffrey S. Schelling
FL Bar No. : 899630

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned sole General Partner of VISTA GARDENS I, Ltd., a Florida Limited Partnership, hereby certifies:

1. The amount of capital contributions to date of the limited partners is \$ 170,500.00
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 170,500.00

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Capital Contributions for VISTA GARDENS I, Ltd., a Florida Limited Partnership on this 14th day of December, 1998.


J.T.M. Management, Inc. as General Partner
By: John T. Magocs as President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of December, 1998, By J.T.M. Management, Inc. as General Partner, By: John T. Magocs as President, who is personally known to me [] or who has produced satisfactory evidence of identification.



Notary Public

Typed Name of Notary Public

My commission expires:

Type of Identification



JEFF SCHELLING
My Commission CC561816
Expires Jun. 17, 2000

FILED
99 JAN -6 PM 4:22
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA