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February 10, 1999

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

9000002773649-6

-02/12/99--01034--002

*****96.25 *****96.25

Re: Formation of GULF VISTA APARTMENTS ASSOCIATES, LTD.
Our File No.: FAFI-2

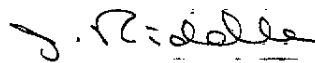
Dear Sir or Madam:

On behalf of our client, Gulf Vista Apartments Associates, Ltd., enclosed for filing please find its Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$96.25 for the filing fee, Registered Agent Designation and a Certificate of Status.

To evidence the Secretary of State's receipt of this letter and the referenced enclosures, I would appreciate your stamping the additional copy of this letter and returning it along with a Certificate of Status.

Please feel free to call me if you have any questions.

Sincerely,



Jennifer Riddle, Legal Assistant

jdr
enclosures
cc: Joseph G. Lubeck
169971.1

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
GULF VISTA APARTMENTS ASSOCIATES, LTD.

This is a Certificate of Limited Partnership of GULF VISTA APARTMENTS ASSOCIATES, LTD. (the "Partnership"), dated as of February 9, 1999. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is GULF VISTA APARTMENTS ASSOCIATES, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is David M. Jeffries, Bush Ross Gardner Warren & Rudy, P.A., 220 S. Franklin Street, Tampa, Florida 33602.
3. The general partner of the Partnership is FAF Group V, Inc., 13575 58th Street North, Suite 144, Clearwater, FL 33760. 999000013855
4. The mailing address and principal place of business of the Partnership is 13575 58th Street North, Suite 144, Clearwater, FL 33760.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2040.

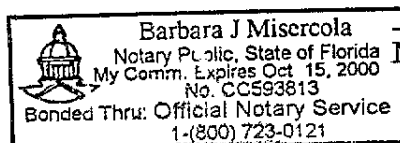
In witness whereof, the undersigned, the General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

FAF Group V, Inc.

By: Daniel E. Lubeck
Daniel E. Lubeck, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of February, 1999, under oath, by Daniel Lubeck, as President of FAF Group V, Inc., a Florida Corporation, who is personally known to me or produced as identification.

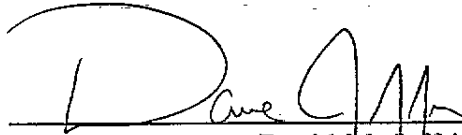


Barbara J. Misercola
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.



David M. Jeffries

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE UNDERSIGNED, Daniel Lubeck, being sworn, upon his oath, deposes and says:

1. I am the President of FAF Group V, Inc., the General Partner of Gulf Vista Apartments Associates, Ltd., a Florida limited partnership.

2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.

3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$100.00.

FAF GROUP V, INC.

By: Daniel E. Lubeck
Daniel E. Lubeck, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of February, 1999, under oath, by Daniel Lubeck as President of FAF Group V, Inc., a Florida Corporation, who is personally known to me, or produced as identification

Barbara J. Misencola
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

