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FEB 24 '99 12:16PM COHEN BERKE

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FLORIDA LIMITED PARTNERSHIP

VINTAGE PROPERTIES X, LTD.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 24, 1999

STEPHEN P. JOHNSON, ESQ.
COHEN BERKE BERNSTEIN BRODIE & KONDELL,
2601 SO BAYSHORE DRIVE, 19TH FLOOR
MIAMI, FL 33133

SUBJECT: VINTAGE PROPERTIES X, LTD.
REF: W99000004643

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000004520
Letter Number: 799A00008569

*Dir: Per our conversation - name changed to VINTAGE Properties
XI, Ltd*

*Thank you,
leg 8y*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

99 FEB 24 PM 3:47

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP OF
VINTAGE PROPERTIES XI, LTD.,
a Florida limited partnership**

The undersigned General Partner of VINTAGE PROPERTIES XI, LTD., desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620, Part I of the Florida Statutes, hereby states the following:

1. The name of the Partnership is VINTAGE PROPERTIES XI, LTD.
2. The address of the office of the Partnership is 5752 Vintage Oaks Circle Delray Beach, Florida 33484.
3. The name and address of the agent for service of process on the Partnership is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, FL 33133.
4. The name and business address of the General Partner is:

AZA VENTURES II, INC.
5752 Vintage Oaks Circle
Delray Beach, Florida 33484

5. The mailing address of the Partnership is 5752 Vintage Oaks Circle, Delray Beach, Florida 33484.
6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

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.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of VINTAGE PROPERTIES XI, LTD. this 24th day of February, 1999

General Partner:

AZA VENTURES II, INC., a Florida corporation

By: 

Eugene N. Suttin, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VINTAGE PROPERTIES XI, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

February 24, 1999.

REGISTERED AGENT:

COBER CORPORATE AGENTS, INC., a Florida corporation

By: 

MICHAEL A. BERKE

Title: VICE PRESIDENT

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The undersigned authority personally appeared Eugene N. Suttin, President of AZA VENTURES II, INC., the General Partner of VINTAGE PROPERTIES XI LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership", who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Limited Partnership made by the Limited Partners is: \$99.00.

2. The amount of capital contribution anticipated to be contributed by the Limited Partners is \$ -0-

FURTHER AFFIANT SAYETH NOT.

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

General Partner

AZA VENTURES II, INC.

By [Signature]
Eugene N. Suttin, President

SWORN TO AND SUBSCRIBED before me this 24th day of Feb., 1999, by Eugene N. Suttin, President of AZA VENTURES II, INC., as the General Partner for VINTAGE PROPERTIES XI LTD., a Florida limited partnership, who is personally known to me or who has produced _____ as identification.

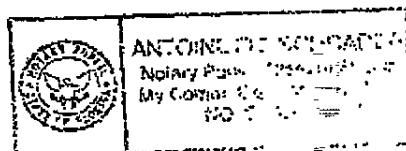
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Sign: [Signature]

Print: Antoinette Schindler

State of Florida

My Commission Expires:



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