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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 163487 4329325

AUTHORIZATION :

Patricia Pijets

COST LIMIT : \$ 148.75

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 99 MAR 10 PM 4:59

ORDER DATE : March 10, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 163487-005

CUSTOMER NO: 4329325

300002801703--3

CUSTOMER: Scott Glazier, Esq
BRANT MOORE MACDONALD & WELLS,
BRANT MOORE MACDONALD & WELLS,
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: APARTMENT HOMES OF AMELIA, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(4)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

BHL

DIVISION OF CORPORATION

99 MAR 10 PM 4:36

REMOVED

3/10/99

CERTIFICATE OF LIMITED PARTNERSHIP
OF APARTMENT HOMES OF AMELIA, LTD.

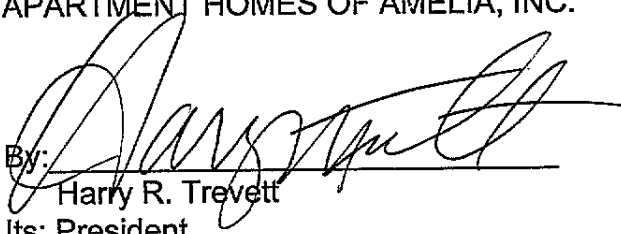
FILED
SECRETARY OF STATE
CORPORATIONS
99 MAR 10 PM 4:59

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

1. The name of the limited partnership is Apartment Homes of Amelia, Ltd. (the "Partnership").
2. The location of the principal place of business of the Partnership is 1325 Atlantic Avenue, Fernandina Beach, FL 32034, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 50 N. Laura Street, Suite 3100, Jacksonville, Florida 32202, and the name of the registered agent of the Partnership at that address is Brant, Moore, Macdonald & Wells, P.A.
4. The name of the sole general partner of the Partnership is Apartment Homes of Amelia, Inc., a Florida corporation, having a business address of 1325 Atlantic Avenue, Fernandina Beach, FL 32034.
P9800071243
5. The mailing address of the Partnership is P.O. Box 17833, Jacksonville, FL 32246.
6. The Partnership shall commence on the date of filing hereof and the latest date upon which the Partnership will dissolve is February 1, 2039.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 8th day of March, 1999.

APARTMENT HOMES OF AMELIA, INC.

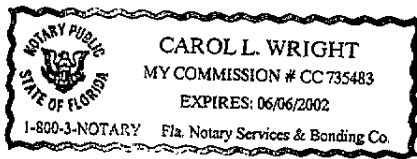
By: 
Harry R. Trevett
Its: President

General Partner

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 10 PM 4:58

STATE OF FLORIDA
COUNTY OF DUVAL

This instrument was acknowledged before me this 8th day of March, 1999, by Harry R. Trevett, as President of Apartment Homes of Amelia, Inc., a Florida corporation, as general partner of Apartment Homes of Amelia, Ltd., a limited partnership, on behalf of said partnership, who is personally known to me or who has produced FL drivers license as identification.



Carol L. Wright
Notary Public
State of Florida at Large
My Commission Expires: _____
Commission No.: _____

Registered Agent's Acceptance

The undersigned, having been named to accept service of process for the above-named limited partnership at the place designated in this Certificate, hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of his duties.

BRANT, MOORE, MACDONALD & WELLS, P.A.

Dated: March 8, 1999

By: Scott L. Glazier
Scott L. Glazier
Its: Vice President

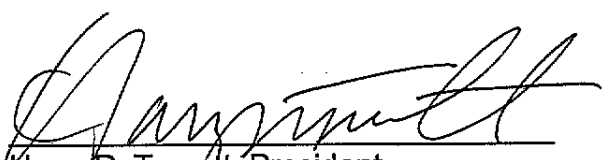
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DIVISION OF CORPORATIONS
99 MAR 10 PM 4:59

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF APARTMENT HOMES OF AMELIA, LTD.

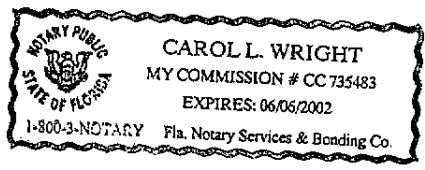
Before me, the undersigned authority, personally appeared Harry R. Trevett, President of Apartment Homes of Amelia, Inc., a Florida corporation, who being by me first duly sworn, deposes and says:

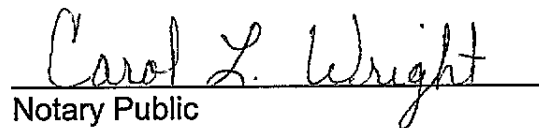
1. That Apartment Homes of Amelia, Inc. is the sole general partner of Apartment Homes of Amelia, Ltd., a Florida limited partnership (the "Partnership").
2. The limited partners have made no capital contributions to the Partnership as of the date hereof.
3. It is anticipated that the limited partners may contribute up to \$1,000.00 of capital to the Partnership.


 Harry R. Trevett, President
 Apartment Homes of Amelia, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

This instrument was acknowledged before me this 8th day of March, 1999, by Harry R. Trevett, as President of Apartment Homes of Amelia, Inc., a Florida corporation, as general partner of Apartment Homes of Amelia, Ltd., a limited partnership, on behalf of said partnership, who is personally known to me or who has produced FL drivers license as identification.




 Notary Public
 State of Florida at Large
 My Commission Expires: _____
 Commission No.: _____