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BRANT, MOORE, MACDONALD & WELLS, PA.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100
Jacksonville, Florida 32202

Jan D. McCormick
jdmccormick@bmmw-law.com

March 26, 1999

Corporate Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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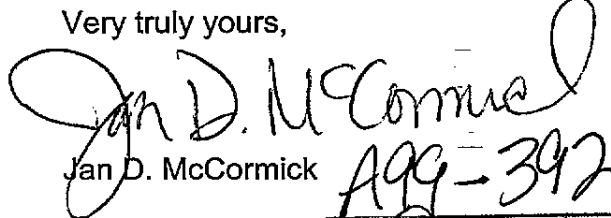
Re: Apartment Homes of Amelia, Ltd.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Affidavit of Supplemental Capital Contributions of Apartment Homes of Amelia, Ltd. We have also enclosed our firm's check numbered 1059 in the amount of \$1,750.00 to cover the cost of the filing fee. We would appreciate your filing the Affidavit of Supplemental Capital Contributions immediately upon receipt and returning a copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,


Jan D. McCormick

JDM/clw
Enclosures
142113.1

RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA
MAR 29 PM 5:00

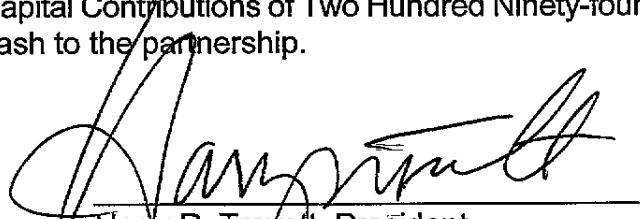
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| Name | CLW |
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| Updater | CLW |
| Updater | CLW |
| Verifier | CLW |
| Acknowledgment | CLW |
| W. P. Verifier | CLW |

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

FILED
99 MAR 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 General Partner has made a cash contribution of Six Thousand (\$6,000) to the partnership as of the date hereof.
3. The Limited Partners have made Capital Contributions of Two Hundred Ninety-four Thousand Dollars (\$294,000) in cash 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 12th 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 _____ as identification.



Rhonda Poland
Commission # CC 811276
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


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