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May 4, 1999

VIA FEDERAL EXPRESS

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

400002863954--6

-05/05/99-01083-012

***337.50 ***337.50

\$140.00

Re: Formation of Kings Miami Village Apartments Associates, Ltd.

Dear Sir or Madam:

On behalf of our client, Kings Miami Village 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 \$337.50 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 the Certificate of Limited Partnership and returning it along with a Certificate of Status.

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

Sincerely,

Jennifer Riddle
Jennifer Riddle, Legal Assistant

jdr
enclosures
cc: Joseph G. Lubeck
175877.1

05/15/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 AM 11:26

FILED

CERTIFICATE OF LIMITED PARTNERSHIP
KINGS MIAMI VILLAGE APARTMENTS ASSOCIATES, LTD.

This is a Certificate of Limited Partnership of KINGS MIAMI VILLAGE APARTMENTS ASSOCIATES, LTD. (the "Partnership"), dated as of May 3, 1999. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is KINGS MIAMI VILLAGE 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 IX, Inc., 13575 58th Street North, Suite 144, Clearwater, FL 33760. 799 0000 420 29
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.

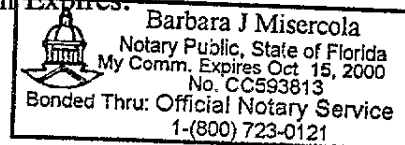
FAF Group IX, Inc.

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

STATE OF FLORIDA
COUNTY OF Pinellas

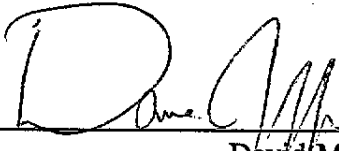
The foregoing instrument was acknowledged before me this 3rd day of May, 1999, under oath, by Daniel E. Lubeck, as President of FAF Group IX, Inc., a Florida Corporation, who is personally known to me, ~~or produced _____ as identification.~~

Barbara J. Misickola
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: 01/01/2011



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

FILED
99 MAY -5 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF _____

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

1. I am the President of FAF Group IX, Inc., the General Partner of Kings Miami Village 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.

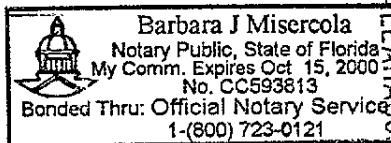
FAF GROUP IX, INC.

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

STATE OF FLORIDA
COUNTY OF Pineellas

The foregoing instrument was acknowledged before me this _____ day of May, 1999, under oath, by Daniel E. Lubeck, as President of FAF Group IX, 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:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 AM 11:26

FILED