



THE UNITED STATES
CORPORATION
COMPANY

A 99000000772

ACCOUNT NO. : 072100000032

REFERENCE : 237544 6475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 12, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 237544-005

CUSTOMER NO: 6475A

CUSTOMER: Wilson C. Atkinson, Iii, Esq
ATKINSON DINER STONE &
ATKINSON DINER STONE &
1946 Tyler Street

Hollywood, FL 33020

DOMESTIC FILING

NAME: WINTERLAKES LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
99 MAY 12 PM 4:39

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NPK
5/12/99

CERTIFICATE OF LIMITED PARTNERSHIP

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THE UNDERSIGNED Partner hereby makes, acknowledges, and files this Certificate of Limited Partnership for **WINTERLAKES LIMITED PARTNERSHIP**, hereinafter referred to as the "Partnership."

1. Name of Partnership. The name of the Partnership is **WINTERLAKES LIMITED PARTNERSHIP**.
2. Character of Business. The business and purpose of the Partnership is real estate development and rental operations, and to carry on such other activities in furtherance of said purpose as are not prohibited by law.
3. Location of Principal Office of Business. The principal place of business of the Partnership shall be at 7800 East Kemper Road, Cincinnati, OH 45249, or at such other place or places as the General Partner may from time to time determine.
4. Mailing Address of Partnership. The mailing address of the Partnership shall be at 7800 East Kemper Road, Cincinnati, OH 45249, or at such other place or places as the General Partner may from time to time determine.
5. Names and Place of Residence of General Partner. The name and address of the General Partner is as follows:

WINTERLAKES, INC., a Florida corporation

1946 Tyler Street

Hollywood, FL 33020

p97000-98817

1. Registered Agent. The Partnership hereby names CORPORATION SERVICE CORPORATION, as the Registered Agent of the Partnership to accept service of process within the State of Florida. The registered office of the Partnership shall be 1201 Hays Street, Tallahassee, FL 32301.
2. Term. The Partnership and the limitation of liability of Limited Partners shall commence at the time of the filing of this Certificate and shall continue until December 31, 2030, unless sooner terminated as provided in the Limited Partnership Agreement.

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3. Contribution of Limited Partners. The Limited Partners shall contribute an initial amount of ZERO (\$0) Dollars to the capital of the Partnership.
4. Additional Contributions. Unless the Limited Partnership Agreement provides to the contrary, the Limited Partners shall contribute such additional amounts at such times as required by the General Partner.
5. Division of Profits. Net profits and losses of the Partnership for any year shall be allocated to the Partners in accordance with the Limited Partnership Agreement.
6. Assignee of Limited Partner. No Limited Partner shall have the right to substitute an assignee as a contributor or as a Limited Partner in his place except with the prior written consent of the General Partner and as provided in the Limited Partnership Agreement.
7. Return of Contribution Other than Cash. No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution, but in the sole discretion of the General Partner, there may be distributions in kind.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the 11th day of MAY, 1999.

Signed, sealed and delivered
in the presence of:

WINTERLAKES, INC., a Florida corporation

By: Robert E. Schuler
ROBERT E. SCHULER
Its: President

STATE OF OHIO
COUNTY OF HAMILTON

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 11th day of May, 1999, by ROBERT E. SCHULER, as President of WINTERLAKES, INC., a Florida corporation, to me personally known.

Joe Ann Sunberg

Name: Joe Ann Sunberg

Notary Public

My Commission Expires: Notary Public, State of Ohio

Commission No.: _____

JOE ANN SUNBERG
My Commission Expires Dec. 7, 2001

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DESIGNATION AS REGISTERED AGENT

CORPORATION SERVICE COMPANY does hereby accept designation as Registered Agent for
WINTERLAKES LIMITED PARTNERSHIP.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Karen B. Rozar, Asst. Sec.

Printed Name: _____

Corporation Service Company

Dated: 5/12/99

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF OHIO
COUNTY OF HAMILTON

The undersigned, **WINTERLAKES, INC.**, a Florida corporation, constituting all of the General Partners of **WINTERLAKES LIMITED PARTNERSHIP**, a Florida Limited Partnership, hereinafter referred to as the "Partnership," who having been first duly sworn upon oath according to law, deposes and says as follows:

1. The amount of capital contributions as to the Partnership made by each Limited Partner are as follows:

Zero (0)

1. The amount of additional capital contributions anticipated to be contributed by each Limited Partner are as follows:

Zero (0)

FURTHER AFFIANT SAYETH NOT.

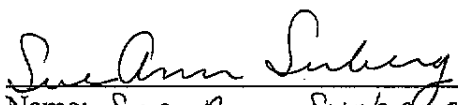
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

WINTERLAKES, INC., a Florida corporation

By: 
ROBERT E. SCHULER, President

11th THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this day of May, 1999, by ROBERT E. SCHULER, as President of WINTERLAKES, INC., a Florida corporation, to me personally known.


Name: Sue Ann Sunberg
Notary Public
My Commission Expires: SUE ANN SUNBERG
Commission No.: Notary Public, State of Ohio
My Commission Expires Dec. 7, 2001

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