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CAPITOL SERVICES PARALEGAL & ATTORN (Requestor's Name 1406 Hays Street,	EY SERVICE BUREAU, INC.		
(Address)	0007 (001) 656 2007		
Tallahassee, FL 3 (City, State, Zip)	2301 (904) 656-3992 (Phone #)	OFFICE USE ONLY	
CORPORATION NAM	E(S) & DOCUMENT NUM	BER(S) (if known):	99 JUN 22 PM 2: 13
1. Dwne Corporation	on Name) Part MERIS -	(Document #)	Units.
2.		(Document #)	
(Corporatio	in (vame)	(Bodditon #)	
3. (Corporation	on Name)	(Document #)	
4. (Corporati		(Document #)	
	ck up time 62	Certified Copy	_
Mail out W	ill wait Photocopy	Certificate of Status	
NEW FILINGS	AMENDMENTS	8000029 -06/22/9: ***1837	119783 901038002 .50 ***1837.50
Profit	Amendment		. 20 - 4-4-1021.20
NonProfit	Resignation of R.A., Office		n 18
Limited Liability	Change of Registered Age	M A S	RECE 99 JUN 22
Domestication	Dissolution/Withdrawal		30
Other	Merger	- State	
OTHER FILINGS	REGISTRATION/ QUALIFICATION		RECEIVED
Annual Report	Foreign	RK ""	' o
Fictitious Name	Limited Partnership		
Name Reservation	Reinstatement	BK 6/22/99	

Trademark

CERTIFICATE OF LIMITED PARTNERSHIP OF TOWNE PLACE APARTMENTS - PHASE II, LTD.

This Certificate of Limited Partnership of Towne Place Apartments – Phase II, Ltd. dated as of June 17, 1999, is entered into by and among Epoch Properties, Inc. ("Developer"), a Florida corporation, as a General Partner; LIC Ventures Inc. ("Additional General Partner"), a Delaware corporation, as a General Partner; Lumbermen's Investment Corporation ("the "LIC Limited Partner"), a Delaware corporation, as a Limited Partner; and EPI – Towne Place, Inc. (the "Developer Limited Partner"), a Florida corporation, to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), upon the following terms and subject to the following conditions:

- 1. The name of the Partnership is Towne Place Apartments Phase II, Ltd.
- 2. The address of the registered office of the Partnership is 359 Carolina Avenue, Winter Park, Orange County, Florida 32789. The name and address of the registered agent of the Partnership for service of process required to be maintained by the Act is James H. Pugh, Jr. at 359 Carolina Avenue, Winter Park, Orange County, Florida 32789.
- The location of the principal office of the Partnership where records are to be kept or made available under the Act is 359 Carolina Avenue, Winter Park, Orange County, Florida 32789. This is also the Partnership's mailing address.
- 4. The name, mailing address and street address of each General Partner is as follows:

Epoch Properties, Inc.
359 Carolina Avenue
370124
Winter Park, Florida 32789
Attention: James H. Pugh, Jr.

LIC Ventures Inc.
1300 S. MoPac Expwy.

Austin, Texas 78746

Attention: O. Philip Breland, Jr.

5. The latest date upon which the Partnership is to dissolve is June 1, 2004.

IN WITNESS WHEREOF, this Certificate of Limited Partnership of Towne Place Apartments - Phase II, Ltd. has been executed as of the date first written above. GENERAL PARTNERS: EPOCH PROPERTIES, INC., a Florida corporation By: James H. Pugh, Jr. President LIC VENTURES INC., a Delaware corporation By: O. Philip Hreland, Jr. Vice President LIMITED PARTNERS: LUMBERMEN'S INVESTMENT CORPORATION, a Delaware corporation By: O. Philip Breland, Jr. Senior Vice President EPI - TOWNE PLACE, INC., a Florida corporation

By:

James H. Pugh, Jr.

President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP



BEFORE ME the undersigned authority personally appeared JAMES H. PUGH, JR., as President of EPOCH PROPERTIES, INC., a general partner of TOWNE PLACE APARTMENTS - PHASE II, LTD., a Florida limited partnership, and certifies:

The amount of the capital contribution to date of the limited partners is \$2,500,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,500,000.00.

SIGNED this 1/2 day of June, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

TOWNE PLACE APARTMENTS - PHASE II, LTD., a Florida limited partnership

By: EPOCH PROPERTIES, INC., a Florida corporation, a general partner

JAMES H. PUGH, JR., President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of June, 1999, by JAMES H. PUGH, JR., as President of EPOCH PROPERTIES, INC., a Florida corporation, a general partner of TOWNE PLACE APARTMENTS - PHASE II, LTD., a Florida limited partnership. He is personally known to me and did not take an oath.

By:

NOTARY PUBLIC
My Commission Expires:

Commission Expire

F:\3\INC\Epoch-Aff. Cap. Contrib.wpd

OPFICIAL NOTARY SEAL
GENE H GODBOLD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC625032
MY COMMISSION EXP. MAR. 12,2001