

A99000001144

CHARLES R. MECHLING
4445 A1A, Suite 250
Vero Beach, Florida 32963

June 29, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002919870--2
-06/30/99--01068--007
***1785.00 ***1785.00

Re: Certificate of Limited Partnership – Pointe West of Vero Beach, Ltd.

Dear Sir/Madam:

Enclosed is the original and one copy of the Certificate of Limited Partnership and Affidavit Declaring Capital Contributions on behalf of the above-referenced Limited Partnership. Also enclosed is a check in the amount of \$1,785.00 made payable to the Florida Department of State to cover the fees for filing these documents with your department.

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

Sincerely,

Charles R. Mechling
Charles R. Mechling

Enclosures

FILE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL - 8 PM 2:45

CHARLES R. MECHLING
4445 A1A, Suite 250
Vero Beach, Florida 32963

July 7, 1999

Florida Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

ATTENTION: AGNES LUNT

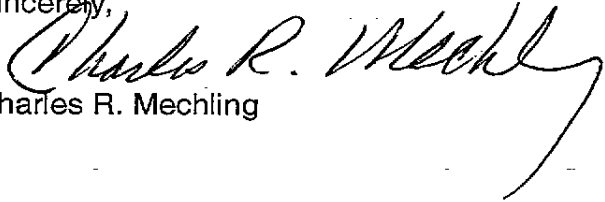
Re: Pointe West of Vero Beach, Ltd.
Revised Affidavit Declaring Capital Contributions

Enclosed is a revised Affidavit reflecting the correction of the amount of actual and anticipated capital contributions of the Limited Partners of the above-referenced Limited Partnership to \$4,000,000. Please substitute this Affidavit for the previous one and include it with the other documents forwarded to you for filing on June 29, 1999.

I appreciate your assistance with the filing of this Certificate of Limited Partnership.

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

Sincerely,


Charles R. Mechling

Enclosure

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CERTIFICATE OF LIMITED PARTNERSHIP OF

POINTE WEST OF VERO BEACH, LTD.

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is **Pointe West of Vero Beach, Ltd.**
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 4445 A1A, Suite 250, Vero Beach, Florida 32963. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The name of the sole General Partner of the Partnership is Pointe West of Vero Beach, Inc., and its business address is 4445 A1A, Suite 250, Vero Beach, Florida 32963. *P97000068138*
4. The mailing address of the Partnership is 4445 A1A, Suite 250, Vero Beach, Florida 32963.
5. The latest date on which the Partnership is to be dissolved is December 31, 2049.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand 29th day of June, 1999.

POINTE WEST OF VERO BEACH, INC.
as Sole General Partner

By: *Charles R. Mechling*
Charles R. Mechling, President

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AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

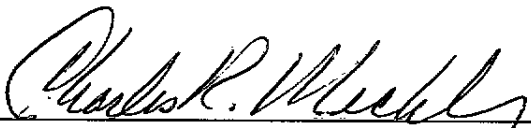
STATE OF FLORIDA)
) SS:
COUNTY OF INDIAN RIVER)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles R. Mechling, known to me, who being first duly sworn, did depose and say as follows:

1. I am the President of Pointe West of Vero Beach, Inc., the Sole General Partner named in the Certificate of Limited Partnership of Pointe West of Vero Beach, Ltd. (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

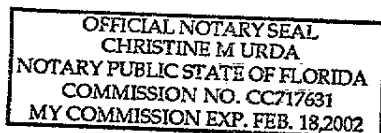
2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of four million dollars (\$4,000,000).

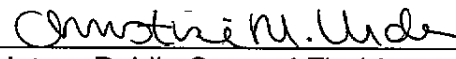
POINTE WEST OF VERO BEACH, INC.
as Sole General Partner


Charles R. Mechling, as President of
Pointe West of Vero Beach, Inc.,
General Partner

SWORN TO AND SUBSCRIBED BEFORE ME, this 8th day of July, 1999.

SEAL:




Notary Public State of Florida

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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: 
James H. Schnare II, President

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