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ACCOUNT NO. : 072100000032

REFERENCE : 314219 4732152

AUTHORIZATION :

COST LIMIT : \$ 1000.50

Patricia Pigato

ORDER DATE : July 21, 1999

ORDER TIME : 11:58 AM

ORDER NO. : 314219-005

000002937740--5

CUSTOMER NO: 4732152

CUSTOMER: Winfield A. Gartner, Esq
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: MILL ROAD APARTMENTS, LTD.

EFFECTIVE DATE:

(Handwritten circled '4')

XX 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: Christine Lillich

EXAMINER'S INITIALS:

BK

7/21/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 21 PM 1:49

RECEIVED
99 JUL 21 PM 12:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF
LIMITED PARTNERSHIP
OF MILL ROAD APARTMENTS, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 21 PM 1:49

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, do hereby certify as follows:

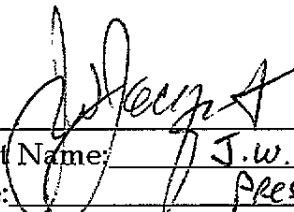
1. The name of the limited partnership is MILL ROAD APARTMENTS, LTD.
2. The mailing address of the partnership is 1301 Riverplace Boulevard, Suite 1830, Jacksonville, Florida 32207-9047.
3. The name and principal business address of the general partner of the partnership are The Development Group, Inc., 1301 Riverplace Boulevard, Suite 1830, Jacksonville, Florida 32207-9047.
4. The term for which the partnership shall exist shall commence on the date hereof and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.
5. The street address of the registered office for the partnership is 1301 Riverplace Boulevard, Suite 1830, Jacksonville, Florida 32207-9047, and the name of the registered agent for service of process at that address is J. W. Jacquot, who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

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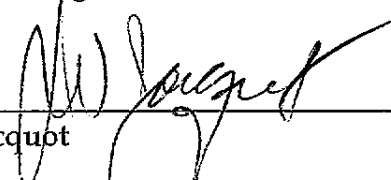
IN WITNESS WHEREOF, the undersigned have executed this Certificate this 20th day of July, 1999.

General Partner:

The Development Group, Inc., a Florida corporation

By: 
Print Name: J.W. JACQUOT
Title: PRESIDENT

Registered Agent:


J. W. Jacquot

AFFIDAVIT REGARDING
CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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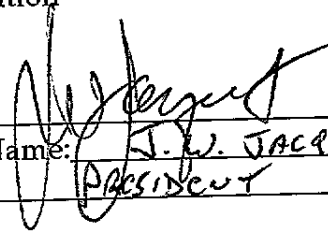
BEFORE ME, the undersigned authority personally appeared J. W. Jacquot
who being first duly sworn, declared as follows:

1. That The Development Group, Inc., is a general partner of Mill Road Apartments, Ltd., a Florida limited partnership.
2. The capital contributions to said limited partnership as of the date hereof total \$300.00.
3. It is anticipated that the limited partners will contribute an additional \$5,500,000.00 to the partnership on or prior to June 30, 2000.
4. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

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:

The Development Group, Inc., a Florida
corporation

By: 
Print Name: J. W. JACQUOT
Title: PRESIDENT

STATE OF FLORIDA
COUNTY OF DUVAL

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 21 PM 1:49

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by J. W. Jacquot, the President of The Development Group, Inc., a Florida corporation, on behalf of the corporation, who is either () personally known to me or () has produced _____ identification.

Karen L. Folds
Notary Public, State and County Aforesaid
Print Name: Karen L. Folds
My Commission Expires:

