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FLORIDA LIMITED PARTNERSHIP

Coral Club Apartments, Ltd.

Certificate of Status	1
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**CORAL CLUB APARTMENTS, INC.
7900 GLADES ROAD, SUITE 420
BOCA RATON, FLORIDA 33434**

CONSENT TO USE OF NAME

Coral Club Apartments, Inc., a Florida corporation, hereby consents to the organization in the State of Florida of a limited partnership with the name "Coral Club Apartments, Ltd."

IN WITNESS WHEREOF, the said Coral Club Apartments, Inc. has caused this consent to be executed by its Vice President this 26th day of July, 1999.

CORAL CLUB APARTMENTS, INC.

By:


Michael A. Toppel, Vice President

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
CORAL CLUB APARTMENTS, LTD.**

a Florida limited partnership

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

CORAL CLUB APARTMENTS, LTD.

2. Conversion. Coral Club Joint Venture, a Florida general partnership was converted into Coral Club Apartments, Ltd. pursuant to a writing, indicating a unanimous vote of all of the partners and signed by all of the partners of Coral Club Joint Venture, a Florida general partnership.

The conversion is to become effective upon the filing of this Certificate of Limited Partnership.

3. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

7900 Glades Road, Suite 420
Boca Raton, FL 33434

Stephen G. Vogelsang, Esq.
FL BAR # 614424
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-E
West Palm Beach, FL 33401
(561) 655-0625

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4. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Sheri Sauer
Toppel Partners
7900 Glades Road, Suite 420
Boca Raton, FL 33434

5. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

pgg - 66743
Coral Club Apartments, Inc.
7900 Glades Road, Suite 420
Boca Raton, FL 33434

6. Mailing Address. The mailing address of the Partnership is as follows:

7900 Glades Road, Suite 420
Boca Raton, FL 33434

7. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Sheri Sauer in her capacity as an officer of the general partner of Coral Club Apartments, Ltd. this 26th day of July, 1999.

CORAL CLUB APARTMENTS, INC.,
a Florida corporation, its general partner

By: Sheri Sauer
Name: Sheri Sauer
Title: Secretary

Stephen G. Vogelsang, Esq.
FL BAR # 614424
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-E
West Palm Beach, FL 33401
(561) 655-0625

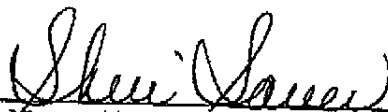
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Coral Club Apartments, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, Sheri Sauer, on behalf of the Partnership, hereby states it is familiar with and agrees to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Name: Sheri Sauer

Title: Secretary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Sheri Sauer, Secretary of Coral Club Apartments, Inc., a Florida corporation, and the general partner of Coral Club Apartments, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is Five Million and No/100 Dollars (\$5,000,000.00).
2. The limited partners do not anticipate making additional capital contributions to the Partnership.

Executed this 26th day of July, 1999.

FURTHER AFFIANT SAITH NOT.

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

CORAL CLUB APARTMENTS, INC.,
a Florida corporation, its general partner

By: Sheri SauerName Sheri SauerTitle Secretary

STATE OF FLORIDA)

) SS.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26 day of July, 1999 by Sheri Sauer, Secretary of Coral Club Apartments, Inc., a Florida corporation, and the general partner of Coral Club Apartments, Ltd. The above-named individual is personally known to me and did take an oath:

Jonathan Toppel
Print Name: Jonathan Toppel
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

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