



THE UNITED STATES
CORPORATION
COMPANY

A99000001520

ACCOUNT NO. : 072100000032

REFERENCE : 379628 4331939

AUTHORIZATION :

COST LIMIT : \$ 140.00

Patricia Pizito

ORDER DATE : September 20, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 379628-005

500002990875--8

CUSTOMER NO: 4331939

CUSTOMER: Ms. Sue Landrith
GREENBERG, TRAUIG, HOFFMAN P.A
GREENBERG, TRAUIG, HOFFMAN P.A
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 1:14

DOMESTIC FILING

NAME: MULTI-FAMILY INVESTORS, LTD.

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:

RECEIVED
99 SEP 20 PM 1:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MX 9/20/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MULTI-FAMILY INVESTORS, LTD.**

FILED
IN THE
OFFICE OF
THE
CLERK OF
THE
SUPREME
COURT
OF
FLORIDA
SEP 20 11 14 AM '99

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the Vice President of WLD Real Estate Partners 1999, Inc., the sole General Partner of WLD Real Estate Partners 1999, Limited Partnership, as the sole General Partner of **Multi-Family Investors, Ltd.**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is Multi-Family Investors, Ltd.
2. The business address and the mailing address of the limited partnership is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is F.Melvin Burton.

4. The Florida street address for the registered agent is:

450 East Las Olas Boulevard, Suite 900
Fort Lauderdale, Florida 33301

5. Acceptance of Appointment of Registered Agent: _____

Having been named the statutory registered agent of Multi-Family Investors, Ltd., at the place designated in this Certificate of Limited Partnership of Multi-Family Investors, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



F. Melvin Burton, Registered Agent

Dated: September 17, 1999

6. The name and business address of the general partner is as follows:

WLD Real Estate Partners 1999, Limited Partnership
450 East Las Olas Boulevard
Suite 900
Fort Lauderdale, Florida 33301

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SECRETARY OF STATE
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99 SEP 20 11:14
A97000002

7. The latest date on which the limited partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 17th day of September, 1999 in accordance with Section 620.114 of the Florida Statutes.

WLD Real Estate Partners 1999, Limited Partnership, a Florida limited partnership, General Partner

By: WLD Real Estate Partners 1999, Inc., a Florida corporation, General Partner

By: [Signature]

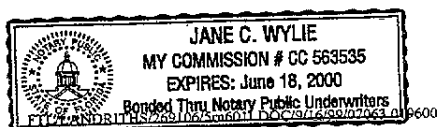
Name: Vice President

Title: F. Melvin Burton

STATE OF Florida)
COUNTY OF Broward)SS:

The foregoing instrument was acknowledged before me this 17th day of September, 1999 by F. Melvin Burton in his capacity as Vice President of WLD Real Estate Partners 1999, Inc., the general partner of WLD Real Estate Partners 1999, Limited Partnership, general partner of Multi-Family Investors, Ltd. The aforesaid F. Melvin Burton personally appeared before me is personally known to me or produced _____ as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



Notary: [Signature]

Print Name: Jane C. Wylie

Notary Public, State of: Florida

My commission expires: June 18, 2000

AFFIDAVIT

BEFORE ME, the undersigned, constituting the sole general partner of **Multi-Family Investors, Ltd.**, a Florida limited partnership, certifies as follows:

1. The initial Limited Partners of Multi-Family Investors, Ltd. have contributed property valued at \$250.00 to the Partnership as their initial capital contributions.

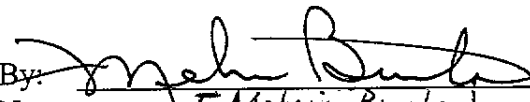
2. The initial Limited Partners currently anticipate making no additional capital contributions other than the contributions stated above.

FURTHER AFFIANT SAYETH NAUGHT.

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.

WLD Real Estate Partners 1999, Limited Partnership, a Florida limited partnership, General Partner

By: WLD Real Estate Partners 1999, Inc., a
Florida corporation, its general partner

By: 
Name: F. Melvin Burton
Title: Vice President

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DIVISION OF CORPORATIONS
99 SEP 20 PM 1:14

STATE OF Florida)
COUNTY OF Broward)

SS:

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP 20 PM 1:14

The foregoing instrument was acknowledged before me this 17th day of September, 1999, by F. Melvin Burton in his capacity as Vice President of WLD Real Estate Partners 1999, Inc., the general partner of WLD Real Estate Partners 1999, Limited Partnership, general partner of Multi-Family Investors, Ltd. The aforesaid F. Melvin Burton personally appeared before me is personally known to me or produced _____ as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Jane C. Wylie
Print Name: Jane C. Wylie
Notary Public, State of: Florida
My commission expires: June 18, 2000

