



THE UNITED STATES
CORPORATION
COMPANY

A99000001532
File
Cnd

ACCOUNT NO. : 072I00000032

REFERENCE : 381150 4381472

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 148.75

ORDER DATE : September 21, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 381150-015

800002992428--1

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: WEST POINTE VILLAS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

B/K 9/21/99

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP 21 PM 1:37

RECEIVED
99 SEP 21 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WEST POINTE VILLAS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of WEST POINTE VILLAS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be WEST POINTE VILLAS, LTD. (the "Partnership").

2. The initial business address of the Partnership where records shall be kept shall be 3300 South Hiawasse Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the Partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

3. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

4. The name and initial business address of the General Partner is:

WEST POINTE VILLAS, INC., a Florida corporation
3300 South Hiawasse Road, Suite 107
Orlando, Florida 32835

5. The initial mailing address of the limited partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

6. The latest date upon which the Partnership is to dissolve shall be December 31, 2049.

This Certificate has been executed by the undersigned as of the 20TH day of September, 1999.

GENERAL PARTNER:

WEST POINTE VILLAS, INC., a Florida corporation

By: _____

Charles S. Carlton, Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for WEST POINTE VILLAS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.912, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: _____

Janice C. Myers
Janice C. Myers, Vice President

Dated this 20th day of September, 1999.

FILED
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DIVISION OF CORPORATIONS
99 SEP 21 PM 4:37

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of WEST POINTE VILLAS, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of WEST POINTE VILLAS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50,000 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

WEST POINTE VILLAS, INC., a Florida corporation

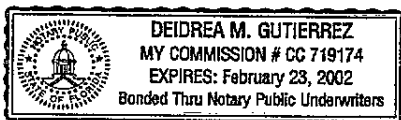
By: _____

Charles S. Carlton, Vice President

Dated this 20th day of September, 1999.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of September, 1999, by Charles S. Carlton, as Vice President of West Pointe Villas, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.



Deidrea M. Gutierrez
(Signature of Notary Public)

Deidrea M. Gutierrez
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. CC 719174

My commission expires: 2-23-02