



A99000001590

ACCOUNT NO. : 072100000032

REFERENCE : 389492 4381472

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 148.75

ORDER DATE : September 28, 1999

ORDER TIME : 11:02 AM

700002999797--3

ORDER NO. : 389492-020

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: OAK POINT VILLAS, LTD.

(4)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 3:36

RECEIVED
99 SEP 28 AM 8:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 9/28/99

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

FILED STATE
DIVISION OF CORPORATIONS
99 SEP 28 10:36

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of OAK 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 OAK 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:

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

899000086283

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 27th day of September, 1999.

GENERAL PARTNER:

OAK POINTE VILLAS, INC.,
a Florida corporation

By: Eric S. Peisner VP
Eric Peisner, Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for OAK 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: 

Douglas E. Starcher, Vice President

Dated this 27th day of September, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 3:36

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of OAK 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 OAK POINTE VILLAS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 3:36

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

OAK POINTE VILLAS, INC.,
a Florida corporation

By: Eric Peisner VP
Eric Peisner, Vice President

Dated this 27th day of September, 1999.

STATE OF FLORIDA
COUNTY OF ORANGE

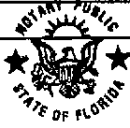
The foregoing instrument was acknowledged before me this 27th day of September, 1999, by Eric Peisner, as Vice President of Oak Pointe Villas, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Brenda J. Carlson
(Signature of Notary Public)

BRENDA J. CARLSON
(Typed name of Notary Public)

Notary Public, State of Florida
Commission No. _____

My commission expires: _____



Brenda J. Carlson
My Commission CC580568
Expires Oct. 26, 2000