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WILLIAM E. DAVIS
OF COUNSEL

September 3, 1996

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Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

ATTN: Registration and Qualification Section

400001938674
-09/14/96--01137--007
***1937.50 ***1837.50

RE: WINDSOR PARKE LIMITED PARTNERSHIP, a Delaware
limited partnership
Application by Foreign Limited Partnership for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed is an original and one copy of Application by Foreign
Limited Partnership for Authorization to Transact Business in
Florida along with Affidavit of Capital Contributions and
designation of Registered Agent. Also enclosed is our check for
\$1,837.50 representing your filing fee and certified copy fee.

Please forward to us a certified copy of the Application by
Foreign Limited Partnership at your earliest convenience by federal
express using the enclosed mailing.

Sincerely,

Gerald J. Biondo
Gerald J. Biondo

B96-354

Name	OK 9-12
Availability	OK
Document Examiner	OK
LP2, LTR Updater	OK
Updater	OK
Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

GJB/afd

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

1. WINDSOR PARK LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)
2. THE GRAND RESERVE AT WINDSOR PARK, LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. August 23, 1996
(State of Formation) (Date of Formation)
5. Cambridge Management Services, Inc.
(Name of Registered Agent for Service of Process)
6. 1412 West Colonial Drive
(Street Address of Registered Office)
Orlando, Florida 32804
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Cambridge Management Services, Inc.
SVI Salvador Lacosse
(Agent must sign on this line)
Salvador Lacosse
8. 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware 19801.
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS SPECIFIC ADDRESS
CMSP, Inc. c/o Del American Properties
1101 North Lake Dr. Suite 100, Highland, FL 32751
FX-00008094 c/o LaCesse Development Co.
1412 W. Colonial Dr.
Orlando Florida 32804
10. Cambridge Management Services, Inc., 1412 West Colonial Drive, Orlando, FL 32804
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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TALLAHASSEE, FLORIDA

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 1412 West Colonial Drive, Orlando, Florida 32804
(Mailing Address of Limited Partnership)

This 30th day of August, 1995.
By: Salvador Lacosse, INC.
Salvador Lacosse, President
General Partner

STATE OF FLORIDA

COUNTY OF Alachua

THE FOREGOING instrument was acknowledged and sworn to before me this 30 day
of August, 1995, by Salvador Lacosse as President
Salvador Lacosse, INC. of
(Name of General Partner)

WYNDOR PARK LIMITED PARTNERSHIP, a Florida
(Name of Limited Partnership)
corporation
Limited Partnership, on behalf of Delaware
(State or Country)
Limited Partnership.

Debra L. Grisl
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires: 7/12/96



DEBRA L. GRISL
My Comm Exp 7/12/96
Bonded By \$
No

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Salvador Leocades as President of
GRIP, INC., a general
partner of GRIP, INC., a Delaware limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$6,437,500.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$6,437,500.00.

This 30th day of August, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GRIP, INC.

By: Salvador Leocades

General Partner

Salvador Leocades, President

State of Florida

County of Leon

Date 9/30/96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Salvador Leocades as President of GRIP, INC. (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of August, 1996.

Debra L. Grise

Notary Public

Seal

State of Florida at Large

My commission expires: 7/12/97



DEBRA L. GRISE
My Comm Exp. 7/12/97
Bonded By Service Ins
No CC301243
My Comm Exp. 7/12/97

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SECRETARY OF STATE
-TAMM-SEP-10-1996