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ELISE K. WINTERS, P.A.
Attorney at Law

600 Cleveland Street
Suite 940
Clearwater, FL 33755-4160

(727) 442-3888

Fax: (727) 443-0129

May 30, 2000

VIA AIRBORNE DELIVERY

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/31/00--01030--014
*****78.75 *****78.75

Re: Quality Housing Partners No. 16 General Corp.
Quality Housing Partners No. 16 LP

Dear Sir or Madam:

As to Quality Housing Partners No. 16 General Corp., Enclosed is the original and one copy of the Articles of Incorporation and Designation of Registered Agent. Also enclosed is a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) to cover the following:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75

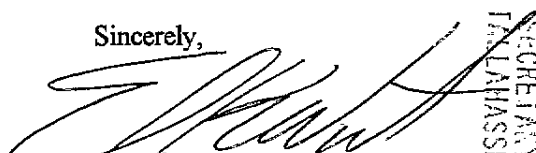
As to Quality Housing Partners No. 16 LP, enclosed are the original and one copy of the Certificate of Limited Partnership, containing the Designation of Registered Agent, and an Affidavit of Capital Contributions. Also enclosed is a check in the amount of \$103.25 to cover the following:

Filing fee	\$ 59.50
Designation of Registered Agent	35.00
Certificate Copies	8.75

If everything is in order, please return the certified copies to this office at your earliest convenience. If any additional documentation or information is required, please let me know.

Thank you for your assistance in this matter.

Sincerely,


Elise K. Winters

EKW/sjr
Enclosures

cc: Suzanne Bessler

FILED
00 MAY 31 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 09 2000

**ARTICLES OF INCORPORATION
OF
QUALITY HOUSING PARTNERS NO. 16 GENERAL CORP.**

**FILED
00 MAY 31 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this corporation is Quality Housing Partners No. 16 General Corp., and the initial principal address of the corporation is 600 Cleveland Street, Suite 670, Clearwater, FL 33755.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT, INITIAL REGISTERED OFFICE**

The name of the registered agent of the corporation is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755.

The Board of Directors from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTOR

The name and address of the director of this corporation are Suzanne Bessler, 600 Cleveland Street, Suite 670, Clearwater, FL 33755.

The person named as initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles as the Incorporator are Elise K. Winters, 600 Cleveland Street, Suite 670, Clearwater, FL 33755.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on May 31, 2000.

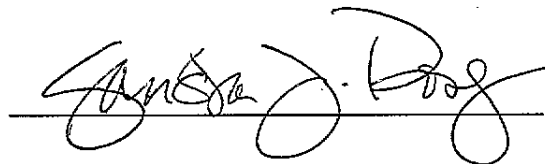

ELISE K. WINTERS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31 day of May, 2000, by Elise K. Winters, who is personally known to me and who did take an oath.

NOTARY PUBLIC

 Sandra Jo Rooney
My Commission CC865323
Expires July 15, 2003



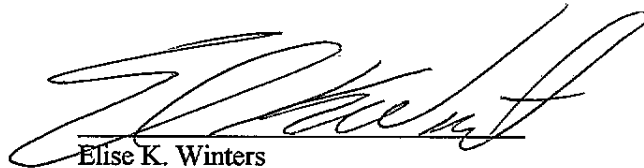
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Quality Housing Partners No. 16 General Corp., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Elise K. Winters

FILED
00 MAY 31 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA