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FEDERAL EXPRESS

Consolidated Management Properties, Inc.
24500 Chagrin Boulevard, Suite 200
Beachwood, Ohio 44122
216-464-5130

FILED
96 DEC -3 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 2, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: To be filed first: 1. "Rislake General Partner Corporation"
To be filed last: 2. "Rislake Apartments Limited Partnership"

Dear Sir/Madam:

Please FILE FIRST the enclosed original and one copy of the Articles of Incorporation and the Certificate of Designation - Registered Agent/Registered Office regarding the following corporation:

"Rislake General Partner Corporation"

A check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

Please ~~FILE SECONDLY~~ the enclosed original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for Florida Limited Partnership regarding the following limited partnership:

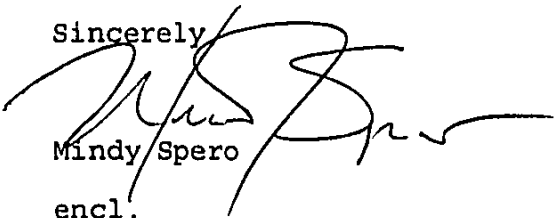
"Rislake Apartments Limited Partnership"

A check in the amount of One Hundred Forty Dollars (\$140.00) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

For your convenience, a completed Federal Express envelope has been attached to return all filed documents and Certified Copies. Please note, we have covered the costs regarding delivery.

Thank you for your cooperation and should you have any questions, please do not hesitate to contact me at 216-464-5130.

Sincerely,


Mindy Spero
encl.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Rislake General Partner Corporation

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Rislake General Partner Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

24500 Chagrin Boulevard, Ste. 200
Beachwood, Ohio 44122

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William B. Risman
111 73rd Avenue
St. Petersburg, Florida 33702


ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Mindy Spero
24500 Chagrin Boulevard, Ste. 200
Beachwood, Ohio 44122

The undersigned has(have) executed these Articles of Incorporation this

2nd day of December, 19 96.



Signature/Title
Mindy Spero, Incorporator

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Rislake General Partner Corporation

2. The name and address of the registered agent and office is:

William B. Risman

(NAME)

111 73rd Avenue

(P.O. BOX **NOT** ACCEPTABLE)

St. Petersburg, Florida 33702

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE 
(corporate officer) Robert G. Risman

TITLE Vice President

DATE 12/02/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 12/02/96