581410000



ACCOUNT NO. : 072100000032

REFERENCE: 258959

AUTHORIZATION:

COST LIMIT : \$ 78.75

ORDER DATE: February 13, 1997

ORDER TIME: 9:27 AM

ORDER NO. : 258959-005

CUSTOMER NO:

4381472

CUSTOMER:

Janice Myers, Legal Assistant

BROAD AND CASSEL

Suite 1100

390 North Orange Avenue

Orlando, FL 32801

000002086890--7

DOMESTIC FILING

NAME:

WILLOW RUN HOUSING II, INC.

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

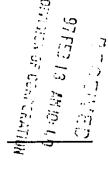
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

WILLOW RUN HOUSING II, INC.



ARTICLE I - NAME

The name of this corporation is WILLOW RUN HOUSING II, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 950 North Orlando Avenue, Suite 320, Winter Park, Florida 32789.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

| ress |
|------|
| 1 |

B&C Corporate Services of Central Florida, Inc. Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of this corporation's initial Board of Directors are as follows:

Charles B. Palmer

Suite 320

950 North Orlando Avenue Winter Park, Florida 32789

Robert M. Bobinchuck

Suite 1010

100 Congress Avenue Austin, Texas 78701

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 12th day of February, 1997.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.

By: Randal M. Alligood

Vice President

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 agent, in the State of Florida.

- The name of the corporation is WILLOW RUN HOUSING II,
- 2. The name and address of the registered agent and office

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC. 390 North Orange Avenue, Suite 1100 Orlando, Florida 32801

WILLOW RUN HOUSING II, INC.

B&C Corporate Serv Central Florida, Inc. By: B&C Services

Randal M. Alligood Vice President

Title: Incorporator

Dated this 12th day of February, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C CORPORATE SERVICES OF CENTRAL

FLORIDA,

Randal M. Alligood

Vice President

Dated this 12th day of February, 1997.

of