

FEDERAL EXPRESS

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Consolidated Management Properties, Inc.  
24500 Chagrin Boulevard, Suite 200  
Beachwood, Ohio 44122  
(216) 464-5130  
FAX (216) 464-4373

July 23, 1997

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

FILED  
97 JUL 24 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/29/97--01094--011  
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Re: To be filed first: 1. "Riverview Apartments G.P., Inc."  
To be filed second: 2. "Riverview Apartments Limited Partnership"

Dear Ms. Tadlock:

Pursuant to our telephone conversations, please FILE FIRST the enclosed original and 1 copy of the Articles of Incorporation and the Certificate of Designation Registered Agent/Registered Office regarding the following corporation:

"Riverview Apartments G.P., Inc."

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

Please FILE SECOND the enclosed original and 1 copy of the Certificate of Limited Partnership (with attached page) and the Affidavit of Capital Contributions for Florida Limited Partnership regarding the following limited partnership:

"Riverview Apartments Limited Partnership"

A check in the amount of One Hundred Forty Dollars (\$140.00) has been provided to cover the required filing fee. This fee includes the cost of a Certified Copy that is to 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 contact me immediately COLLECT at 216-464-5130.

Very truly yours,

Mindy Sporo  
Corporate Paralegal

encl.

B. RICHSTER JUL 24 1997

**ARTICLES OF INCORPORATION**

**OF**

Riverview Apartments G.P., Inc.

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:

Riverview Apartments G.P., Inc.

**ARTICLE II PRINCIPAL OFFICE**

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

111 73rd Avenue North, St. Petersburg, Florida 33702

**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 North  
St. Petersburg, Florida 33702

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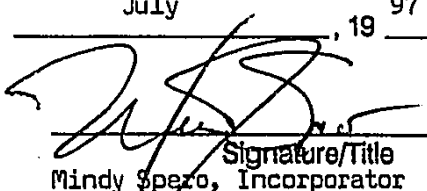
**ARTICLE V INCORPORATOR(S)**

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

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

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

\_\_\_\_\_ 23rd \_\_\_\_\_ day of \_\_\_\_\_ July \_\_\_\_\_, 19 97 .

  
\_\_\_\_\_  
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: Riverview Apartments G.P., Inc.

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

William B. Risman

(NAME)

111 73rd Avenue North

(P.O. BOX NOT ACCEPTABLE)

St. Petersburg, Florida 33702

(CITY/STATE/ZIP)

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SIGNATURE



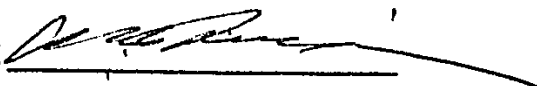
(corporate officer) Robert G. Risman

TITLE President

DATE 7/23/97

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 7/23/97

REGISTERED AGENT FILING FEE: \$35.00