

UCCS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-

File 2nd
A00000001736

CONTACT: CINDY HICKS

DATE: 11-14-00

REF. #: 0151

CORP. NAME: Pinnacle Club, Ltd

300003462819--9
-11/14/00--01021--017
***148.75 ***148.75

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT
() ANNUAL REPORT () TRADEMARK/SERVICE MARK
() FOREIGN QUALIFICATION () LIMITED PARTNERSHIP
() REINSTATEMENT () MERGER
() CERTIFICATE OF CANCELLATION () UCC-1
() OTHER: (4)

- () ARTICLES OF DISSOLUTION
() FICTITIOUS NAME
() LIMITED LIABILITY
() WITHDRAWAL
() UCC-3

FILED
00 NOV 14 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 9388 FOR \$ 148.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
00 NOV 14 AM 10:22
DIVISION OF CORPORATION

COST LIMIT: \$ _____

PLEASE RETURN:

- (X) CERTIFIED COPY (X) CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
() CERTIFICATE OF STATUS

Examiner's Initials

MP 11/14

**CERTIFICATE OF LIMITED PARTNERSHIP
OF PINNACLE CLUB, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of PINNACLE CLUB, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

PINNACLE CLUB, LTD.

2. The office and principal place of business for the Partnership currently is:

9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

3. The name and address of the agent for service of process on the Partnership are:

Patricia K. Green
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership is:

PO0000106218 PHG-CLUB, INC.
9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

5. The mailing address of the Partnership is:

9400 South Dadeland Blvd., Suite 100
Miami, Florida 33156

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: November 9th, 2000

PHG-CLUB, INC., a Florida
corporation, as General Partner

By: _____

Michael Wohl, President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

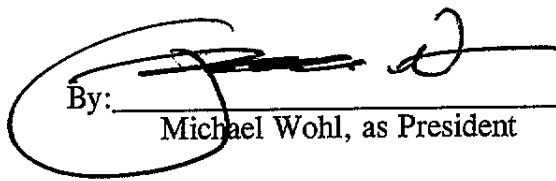
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } SS:

BEFORE ME, the undersigned authority, personally appeared Michael Wohl, as President of PHG-CLUB, INC., a Florida corporation, as General Partner of PINNACLE CLUB, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

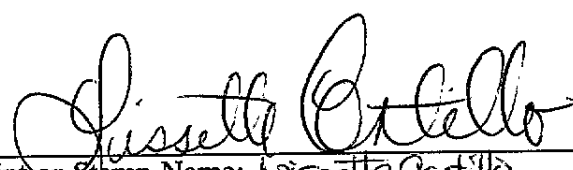
1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

PHG-CLUB, INC., a Florida corporation, as
General Partner

By: 

Michael Wohl, as President

The foregoing instrument was acknowledged before me this 9th day of November, 2000, by Michael Wohl, as President of PHG-CLUB, INC., a Florida corporation, as General Partner of PINNACLE CLUB, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification.



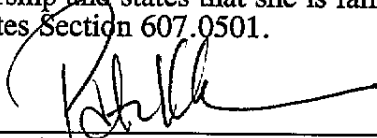
Print or Stamp Name: Lissette Cantillo
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as registered agent for PINNACLE CLUB, LTD., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November 9th, 2000



Patricia K. Green

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