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To: Division of Corporations
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From: Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
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FLORIDA LIMITED PARTNERSHIP

GBP DEVELOPMENT, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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ATTN: M. WAGNER

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DIVISION OF CORPORATION

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

GBP DEVELOPMENT, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is GBP DEVELOPMENT, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Mark J. Woodward, c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

4. General Partner.

The name and business address of the General Partner is as follows:

GBP Development, LLC
c/o Gulf Bay Management, Inc.
3470 Club Center Boulevard
Naples, FL 34114-0816

5. Mailing Address.

The mailing address of the Partnership is c/o Gulf Bay Management, Inc., 3470 Club Center Boulevard, Naples, FL 34114-0816.

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WHITE & CASE LLP

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6. Dissolution.

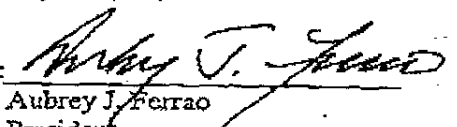
The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 27th day of September, 2003.

GENERAL PARTNER:

GBP DEVELOPMENT, LLC, a Florida limited liability company

By:


Aubrey J. Ferrao
President

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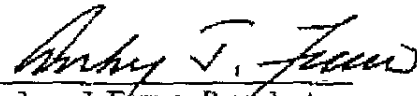
Fax Audit No. H03000267094

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

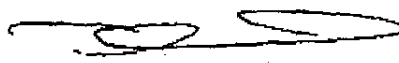
In compliance with Florida Statutes Section 620.192, the following is submitted:

GBP DEVELOPMENT, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410, as its initial Registered Office and has named Mark J. Woodward located at said address as its initial Registered Agent.

GBP DEVELOPMENT, LLC, General Partner

By: 
Aubrey J. Berrao, President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Mark J. Woodward,
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Aubrey J. Ferrao, President of GBP DEVELOPMENT, LLC, a Florida limited liability company, constituting the sole general partner of GBP DEVELOPMENT, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$0.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$5,000,000.

This 2nd day of September, 2003.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:

GBP DEVELOPMENT, LLC,
a Florida limited liability company

By:


Aubrey J. Ferrao, President

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