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To:

Division of Corporations
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Vivian Rivero
21696

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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FLORIDA LIMITED PARTNERSHIP

Key Largo Marina Acquisitions, Ltd.

Certificate of Status	1
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CLERK OF DISTRICT COURT
DEERFIELD BEACH, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KEY LARGO MARINA ACQUISITIONS, LTD.**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

KEY LARGO MARINA ACQUISITIONS, LTD.

2. The address of the registered office of the Limited Partnership is:

321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Theodore R. Stotzer
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

4. The name and business address of the general partner of the Limited Partnership is:

Boca Marina Acquisitions GP, Inc.
321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441

5. The mailing address for the Limited Partnership is:

321 East Hillsboro Boulevard
Deerfield Beach, Florida 33441.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 1st day of April, 2005.

GENERAL PARTNER:

BOCA MARINA ACQUISITIONS GP,
INC., a Florida corporation

By: 

Name: Theodore R. Stotzel

Title: Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for KEY LARGO MARINA ACQUISITIONS, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: April 1, 2005.



Theodore R. Stotzer, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting the general partners of KEY LARGO MARINA ACQUISITIONS, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

BOCA MARINA ACQUISITIONS GP,
INC., a Florida corporation

By: 

Name: Theodore R. Stotzer

Title: Vice President

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