

THOMAS F KIESEL

ATTORNEY AT LAW
P O DRAWER 1000
FORT MYERS, FLORIDA 33902

2181 HOREBON BOULEVARD
FORT MYERS, FLORIDA 33901

TELEPHONE (813) 334-1800
TELEFAX (813) 337-7000

February 15, 1995

Corporate Records Bureau
Corporations Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: South Florida Seaside Resorts, Ltd.

Enclosed please find the following:

1. Original and one copy of Certificate of Limited Partnership with attached Affidavit of Contributions.
2. Our check in the amount of \$1,837.50, to cover the following:

Filing Fee:	\$1,750.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>
TOTAL AMOUNT:	\$1,837.50

Please file this Certificate of Limited Partnership and forward a certified copy to the undersigned.

Very truly yours,



Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Wolfgang G. Koch

RETURN TO:
Thomas F. Kiosol, Esq
Post Office Drawer 1000
Fort Myers, Florida 33902
Box 37

THIS INSTRUMENT PREPARED BY:
Thomas F. Kiosol, Esq.
Post Office Drawer 1000
Fort Myers, Florida 33902

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF FLORIDA
COUNTY OF LEE

We, the undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, having been first duly sworn, on oath say:

1. The name of the Limited Partnership shall be SOUTH FLORIDA SEASIDE RESORTS, LTD.

2. The purpose of the partnership shall initially be to own, invest in, develop, operate, manage, lease, and/or sell real estate. The partnership also shall be authorized to engage in such other activities as may be necessary or incidental to the foregoing business activities and may further engage in any other business or activity that shall be authorized by the General Partner.

3. The principal place of business of the Limited Partnership is 12650 New Brittany Boulevard, Suite 101, Fort Myers, Florida 33907. The Limited Partnership's Registered Agent at the above address is KATHLEEN A. SMITH, and the address of the registered office of the Limited Partnership is the same.

4. The names and places of residence or addresses of the General Partner and the Limited Partner interested in the Limited Partnership, the agreed value of the property or capital contribution of each General and Limited Partner, and the share of profits or other compensation by way of income, which each General and Limited Partner shall receive by reason of such contributions, are as follows:

<u>General Partner</u>	<u>Agreed Value of Property Contributed</u>	<u>Share of Profits</u>
PA5000013210 South Florida Seaside Resorts, Inc., a Florida corporation 12650 New Brittany Blvd. Suite 101 Fort Myers, FL 33907	\$70,738.00	1%

Limited Partner

Agreed Value of
Property Contributed

Share of
Profits

Wolfgang G. Koch
4745 Estero Blvd.
Unit 1603-A
Fort Myers Beach, FL 33931

\$7,073,750.00

99%

5. The mailing address for the Limited Partnership is 12650 Now Brittany Boulevard, Suite 101, Fort Myers, Florida 33907.

6. The term for which the partnership is to exist shall commence on February 16, 1995, and continue until February 15, 2015, unless sooner terminated in accordance with the provisions contained in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 15th day of February, 1995.

Signed, sealed and delivered
in the presence of:

GENERAL PARTNER:

SOUTH FLORIDA SEASIDE RESORTS,
INC., a Florida corporation

By: [Signature]
WOLFGANG G. KOCH, President

[Signature]
Signature of Witness

Thomas E. Kiesel
Printed Name of Witness

[Signature]
Signature of Witness

Linda J. Antonaccio
Printed Name of Witness

[Signature]
Signature of Witness

Thomas E. Kiesel
Printed Name of Witness

[Signature]
Signature of Witness

Linda J. Antonaccio
Printed Name of Witness

LIMITED PARTNER:

[Signature]
WOLFGANG G. KOCH

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

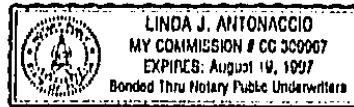
Kathleen A. Smith
KATHLEEN A. SMITH, Registered Agent

FILED
1935 FEB 15 AM 3:15
STATE
TREASURER

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of February, 1995, by WOLFGANG G. KOCH, who is President of South Florida Seaside Resorts, Inc., a Florida corporation, on behalf of the corporation. He (XX) is personally known to me or () has produced _____ as identification and who (XX) did or () did not take an oath.

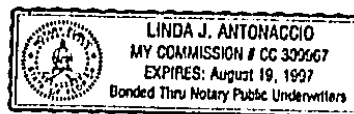
Signature of Notary Public Linda J. Antonaccio
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date August 19, 1997



STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 15th day of February, 1995, by WOLFGANG G. KOCH, who is (XX) personally known to me or who has () produced _____ as identification and who (XX) did or () did not take an oath.

Signature of Notary Public Linda J. Antonaccio
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date August 19, 1997



AFFIDAVIT OF CONTRIBUTIONS OF PARTNERS OF
SOUTH FLORIDA SEASIDE RESORTS, LTD., A
FLORIDA LIMITED PARTNERSHIP, PURSUANT TO
FLORIDA STATUTES 620.108

The undersigned General Partner and Limited Partner of SOUTH FLORIDA SEASIDE RESORTS, LTD., a Florida Limited Partnership, depose and say:

- (1) That the name of the Limited Partnership is SOUTH FLORIDA SEASIDE RESORTS, LTD., a Florida Limited Partnership.
- (2) That the sole General Partner is SOUTH FLORIDA SEASIDE RESORTS, INC., a Florida corporation, and the total Capital Contribution of said General Partner is \$70,738.00.
- (3) That the sole Limited Partner is WOLFGANG G. KOCH, and his anticipated Capital Contribution is \$7,073,750.00.
- (4) That the total amount of cash or property anticipated to be contributed by the General Partner and the Limited Partner is \$7,144,488.00.

GENERAL PARTNER EXECUTION:

SOUTH FLORIDA SEASIDE RESORTS, LTD.,
a Florida Limited Partnership, by
South Florida Seaside Resorts, Inc.,
a Florida corporation

By: Wolfgang G. Koch
WOLFGANG G. KOCH, as President of
SOUTH FLORIDA SEASIDE RESORTS,
INC., a Florida corporation

LIMITED PARTNER EXECUTION:

SOUTH FLORIDA SEASIDE RESORTS, LTD.,
a Florida Limited Partnership

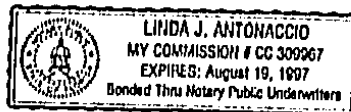
By: Wolfgang G. Koch
WOLFGANG G. KOCH

FILED
1955 FEB 15

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of February, 1995, by WOLFGANG G. KOCH, as President of the General Partner, being SOUTH FLORIDA SEASIDE RESORTS, INC., a Florida corporation, on behalf of the corporation, and WOLFGANG G. KOCH, individually as the Limited Partner. He (XX) is personally known to me or () has produced _____ as identification and who (XX) did or () did not take an oath.

Signature of Notary Public Linda J. Antonaccio
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date August 19, 1997



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Suzela Mordam
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN 26 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000232

SOUTH FLORIDA SEASIDE RESORTS, LTD.

2. How Mailing Address, if Applicable

State Apt # etc

City State & Zip

2a. How Principal Office Address, if Applicable

State Apt # etc

City State & Zip

Mailing Address

12050 NEW BRITANNY BOULEVARD, SUITE 101
FT MYERS FL 33907

Principal Office Address

12050 NEW BRITANNY BOULEVARD, SUITE 101
FT MYERS FL 33907

If above addresses are in error in any way, file through the indicated information and order correct addresses in Block 2 and/or 2a

3. Date Entered or Reg started by this business in
FLORIDA 02/16/1995

3a. Date of Last Report
N/A

4. State of Country of Formation
FL

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

5a. Capital Contributions as shown
on Record
\$7,073,750.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$5,735,547.00

6. FTL Number
65-0575570

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$130.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$130.75) AND NO MORE THAN \$570.25 (\$437.50 + \$130.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

10. If changed, new Registered Agent/Office

9. Name and Address of Current Registered Agent

SMITH, KATHLEEN A
12050 NEW BRITANNY BOULEVARD, SUITE 101
FT MYERS FL 33907

Name

739,695,571

State Apt # etc

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, such change was authorized by its general partner(s) I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

SOUTH FLORIDA SEASIDE RESORTS,
INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

12050 NEW BRITANNY BL

11b. City State & Zip Code

FORT MYERS FL 33907

11c. Registration Document Number

P95000013210

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I release the Division of Corporations from any liability of reasonable care with the fee for filing this information in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee as represented on this report as required by Chapter 620, Florida Statutes.

SOUTH Florida Seaside Resorts, Inc.
Kathleen A. Smith, Registered Agent

Wolfgang G. Koch
Limited Partner

DATE 12-14-95

(941) 275-1100

Typed or Printed Name of General Partner Signing Form

0007967

CR2E003 (6/95)