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SHUMES & LOWN
ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 421-3200
FACSIMILE (407) 420-0310

FILED
96 JAN 30 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 1996

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****148.75 ****148.75

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Limited Partnership Filing

Dear Madam/Sir:

I have enclosed herewith a Certificate of Limited Partnership of Granite World Resorts Limited Partnership, together with the Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions and request that you file same at your earliest convenience.

Also enclosed is this firm's check made payable to the order of the Florida Department of State in the amount of \$148.75 representing the amount of the filing fee, designation of a registered agent, certified copy under seal and a certificate under seal.

Lastly, I have enclosed a stamped, self-addressed envelope for your convenience in returning the filed documents to me.

Should you have any questions or require any additional information, please call me.

Very truly yours,
Beverly B. Smith
Beverly B. Smith
Legal Assistant to
Brian M. Jones

A96-229

Name Availability	R 2/1/96
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
OCEAN BLUE CLUB	ACKNOWLEDGMENT
SUITE 2200	W.P. Verifier

bbs
Enclosures

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1093 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011-2120 661 0969
FACSIMILE 011-2120 642 1475

LONDON OFFICE
3 MOUNT STREET
FINCHLEY ROAD ENGLAND
TELEPHONE 011 44171 493 4840
FACSIMILE 011 44171 493 4291

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH DISCAYNE BOULEVARD
MIAMI FLORIDA 33131
MIAMI (305) 350 6300
BROWARD (305) 467 0941
FACSIMILE (305) 381 9962

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE, SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P O BOX 2555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835 1500
FACSIMILE (407) 650 0530

TEL. (305) 307-2001

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRANITE WORLD RESORTS LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.186, Florida Statutes, heroby states the following:

1. The name of the Partnership is "GRANITE WORLD RESORTS LIMITED PARTNERSHIP".
2. The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.
3. The name of the agent for service of process on the Partnership shall be World Resorts G.P., Inc., 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.
4. The name and business address of the General Partner is:

<u>Name</u>	<u>Address</u>
World Resorts G.P., Inc. P9600005939	20 North Orange Avenue, Suite 1000 Orlando, Florida 32801

5. The mailing address for the Partnership is c/o Shutts & Bowen, 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.

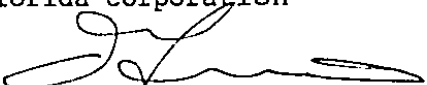
6. The latest date upon which the Partnership shall dissolve is December 31, 2045.

7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this 19th day of January, 1996.

GENERAL PARTNER

WORLD RESORTS G.P., INC.
a Florida corporation

By: 
M. Donald Granatstein
Its: President

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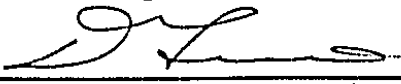
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, the undersigned hereby accepts such appointment and agrees to act in such capacity, and further agrees to comply with provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. The undersigned is familiar with, and accepts the duties and obligations set forth in, Section 620.192 of the Florida Statutes.

REGISTERED AGENT

WORLD RESORTS G.P., INC.
a Florida corporation

By: 

M. Donald Granatstein
Its: President

Date: January 19, 1996

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96 JAN 30 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
95 JAN 30 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared M. DONALD GRANATSTEIN, President of WORLD RESORTS G.P., INC., the sole general partner of GRANITE WORLD RESORTS LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), of Orange County, Florida, who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$100.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$ -0-.


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.

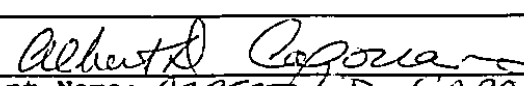
GENERAL PARTNER

WORLD RESORTS G.P., INC.,
a Florida corporation

Date: January 19, 1996

By: 
M. Donald Granatstein
Its: President

Sworn to and subscribed before me this 19th day of January, 1996, by M. DONALD GRANATSTEIN, President of WORLD RESORTS G.P., INC., as General Partner on behalf of GRANITE WORLD RESORTS LIMITED PARTNERSHIP, a Florida limited partnership. He (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: N/A


Print Name: ALBERT D. CAPOUANO
Notary Public - State of Florida
Commission No.: CC 340219
My Commission Expires: 12/16/97