

A96000000346

Wampler Buchanan & Green

*A Professional Association
Attorneys and Counselors at Law
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131*

(305) 577-0044

FAX (305) 577-8545

February 12, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: WATERWAYS OF NAPLES, LIMITED

Dear Sir or Madam:

Enclosed please find Affidavit and Certificate of Limited Partnership for Waterways of Naples, Limited for filing with the Office of the Secretary of State. Also enclosed is this firms check in the amount of \$1,837.50, representing 1) the filing fee of \$1,750.00; 2) the designation of Registered Agent fee of \$35.00; and 3) an additional \$52.50 for a certified copy.

Please return certified copy and address any questions to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,


Monica A. Rey-Moran
For the Firm

CC

~~A96000003456~~

~~1789, 644, 671~~
2/22/96a

FILED
96 FEB 22 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FL 32301

200001713362
-03/13/95--01/13--001
***1537.50 ***1837.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1996

MONICA A. REY-MORAN
WAMPLER BUCHANAN & BREEN
777 BRICKELL AVE., 900 SUN TRUST BLDG.
MIAMI, FL 33131

SUBJECT: WATERWAYS OF NAPLES, LIMITED
Ref. Number: W96000003456

We have received your document for WATERWAYS OF NAPLES, LIMITED and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 496A00006626

Wampler Buchanan & Breen

*A Professional Association
Attorneys and Counselors at Law
900 Sun Trust Building
777 Brickell Avenue
Miami, Florida 33131*

(305) 577-0044

FAX (305) 577-0545

February 20, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

ATT: Ava Watson

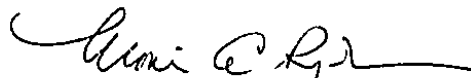
RE: WATERWAYS OF NAPLES, LIMITED

Dear Ms. Watson:

Enclosed please find Affidavit and Certificate of Limited Partnership for Waterways of Naples, Limited and the Acceptance of Registered Agent which was missing from the original package sent to your office for filing with the Office of the Secretary of State. Also enclosed is a return Federal Express voucher (containing our account number) and envelope so you can return the filed documents to my attention via overnight mail.

Thank you for your assistance.

Very truly yours,



Monica A. Rey-Moran
For the Firm

A96000000346

WATERWAYS OF NAPLES, LIMITED
AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP


FILED
66 FEB 22 PM 9:18
SECRET
TALLAHASSEE, FLORIDA

The undersigned, in accordance with the laws of the State of Florida, swears and certifies as follows:

1. The name of the limited partnership is Waterways of Naples, Limited.
2. The location of the principal place of business and mailing address of the limited partnership is c/o Goodland Properties, Inc., 11934 S.W. 208 Terrace, Miami, Florida 33177.
3. The Registered Agent for the limited partnership is Charles D. Robbins, Esq., Wampler, Buchanan & Breen, P.A., 777 Brickell Avenue, Suite 900, Miami, Florida 33131.
4. The name and business address of the general partner is:
Waterways Development, Inc.
c/o Goodland Properties, Inc.
11934 S.W. 208 Terrace
Miami, Florida 33177
5. The latest date for dissolution of the limited partnership is December 31, 2004.
6. The initial capital contribution of the limited partners is Two Hundred Fifty Seven Thousand One Hundred and Sixty Eight and No/100 (\$257,168.00). No Limited Partner shall be obligated to contribute any additional funds to the Partnership.

IN WITNESS WHEREOF, the undersigned has signed and sworn to this Affidavit and Certificate of Limited Partnership as of February 8, 1996.

WATERWAYS DEVELOPMENT, INC., A
Florida corporation,
General Partner

By: 
RICHARD A. DAVENPORT,
President

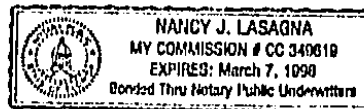
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared this day RICHARD A. DAVENPORT, as President of Waterways Development, Inc., as General Partner of WATERWAYS OF NAPLES, LIMITED, a Florida limited partnership, and he acknowledged to and before me that he executed the same. He is personally known to me.

WITNESS my hand and seal in the County and State last aforesaid this 8 day of February, 1996.

Nancy J. Lasagna
Notary Public State of Florida

Nancy J. Lasagna
(print name)



96 FEB 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 FEB 22 AM 9:18
STATE OF FLORIDA
TALLAHASSEE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

WATERSAYS OF NAPLES, LIMITED, a Florida limited partnership, desiring to organize under the laws of the State of Florida with its principal office, as indicated this Affidavit and Certificate of Limited Partnership at City of Miami, County of Dade, State of Florida has named Charles D. Robbins, Esq., Wampler, Buchanan & Breen, P.A., 777 Brickell Avenue, Suite 900, Miami, FL 33131, as its agent, to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated limited partnership, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By:

Charles D. Robbins

CHARLES D. ROBBINS