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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521  
CONTACT: SUSAN OSBORNE  
PHONE: (954)761-2910 FAX #: (954)764-4996

NAME: FAIRWAYS AT GRAND HARBOR, LTD.  
AUDIT NUMBER.....H98000004316  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FAIRWAYS AT GRAND HARBOR, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Fairways at Grand Harbor, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 801 Uno Lago Drive, Juno Beach, Florida 33408.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Raymond Graziotto, 801 Uno Lago Drive, Juno Beach, Florida 33408.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

D98-20830  
Fairways at Grand Harbor, Inc.

801 Uno Lago Drive  
Juno Beach, Florida 33408

BankAtlantic Venture - N44087  
Partners 2, Inc.

1750 E. Sunrise Boulevard  
Fort Lauderdale, Florida 33304  
Attention: John E. Abdo, President

5. A mailing address for the Partnership is c/o Fairways at Grand Harbor, Inc., 801 Uno Lago Drive, Juno Beach, Florida 33408.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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6. The latest date upon which the Partnership is to dissolve is December 31, 2028, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

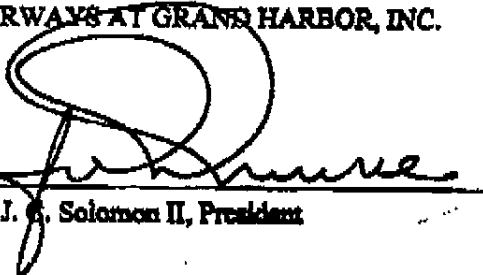
7. All of the Partnership's acts and decisions shall be authorized by the written consent of both General Partners.

IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, have duly executed this Certificate of Limited Partnership of Jupiter Yacht Club, Ltd., this 4th day of March, 1998, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act. This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

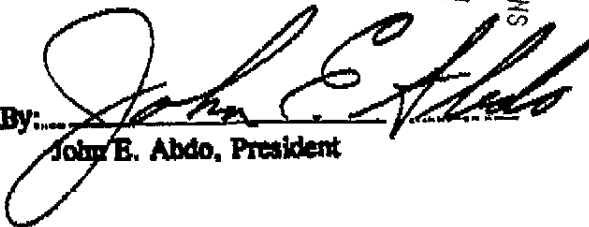
This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNERS:

FAIRWAYS AT GRAND HARBOR, INC.

By:   
J. G. Solomon II, President

BANK ATLANTIC VENTURE PARTNERS 2, INC.

By:   
John E. Abdo, President

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Fairways at Grand Harbor, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 4<sup>th</sup> day of March, 1998.

  
Raymond Graziotto, Registered Agent

Prepared by: Thomas O. Katz, Esq., Fl. Bar #355836  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
FAIRWAYS AT GRAND HARBOR, LTD.**

The undersigned, constituting the General Partners of Fairways at Grand Harbor, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$1,000. No additional capital contribution is anticipated to be made by the limited partners.

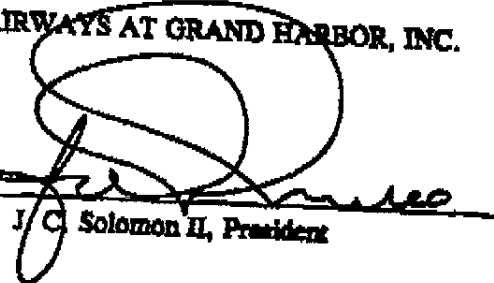
It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

**FURTHER AFFIANT SAYETH NOT.**

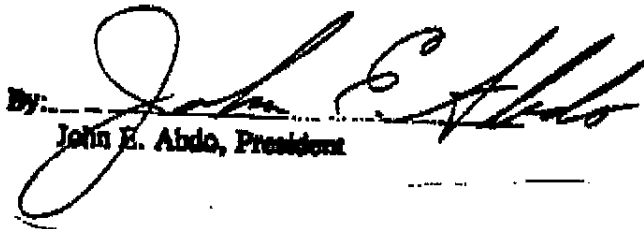
Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNERS:**

**FAIRWAYS AT GRAND HARBOR, INC.**

By:   
J.C. Solomon II, President

**BANK ATLANTIC VENTURE  
PARTNERS 2, INC.**

By:   
John E. Abdo, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
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