

SPOTTSWOOD
Companies

Spottswood Companies, Inc.

506 Fleming Street
Key West, FL 33040

(305) 294-6100
Fax (305) 294-6122

A990000001263

July 29, 1999

BY FEDERAL EXPRESS

Gretchen Harvey
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/02/99-01033-002
***1846.25 ***1846.25

Re: SH KEY WEST, LTD.

Dear Ms. Harvey:

Enclosed is an original and one copy of the certificate of limited partnership of SH KEY WEST, LTD. and a check for \$1,846.25 for the filing fee, a certified copy and certificate of good standing. Please return the certificate and a certified copy to the undersigned. Thank you.

Kind regards,

Robert A. Spottswood

Robert A. Spottswood

\$1785.00-LP
\$6125-CC

Encl.

A99-
1263

Name Availability	OK
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

99 JUL 30 AM 11:15
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SH KEY WEST, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is SH KEY WEST, LTD., a Florida limited partnership.
2. The address of the office of the limited partnership is 506 Fleming Street, Key West, Florida 33040.
3. The name and address of the agent for service of process on the limited partnership is Robert A. Spottswood, 506 Fleming Street, Key West, Florida 33040.
4. The name and business address of the General Partner is:

SH - Key West, Inc. ✓
506 Fleming Street
Key West, Florida 33040

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5. The mailing address of the limited partnership is 506 Fleming Street, Key West, Florida 33040.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2049.
7. See attached Affidavit of Limited Partner's Capital Contributions.

The execution of the Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner this 29 day of JULY, 1999.

"General Partner"

SH - Key West, Inc., a Florida
corporation

By: _____

Robert A. Spottswood, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 30 AM 9:59

SWORN TO AND SUBSCRIBED before me this 29 day of July, 1999, by Robert A. Spottswood, as the President of SH - Key West, Inc., the general partner of SH KEY WEST, LTD., who is personally known to me or has produced _____ as identification.


(NOTARY SEAL)
Shelley P. Haggard
MY COMMISSION # CC808933
February 28, 2000
BONDED THRU TROY FAIN INSURANCE

Shelley P. Haggard
(Notary Signature)
Shelley P. Haggard
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC808933

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for SH KEY WEST, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, by and through its duly elected officer, hereby agrees to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

"Registered Agent"

Robert A. Spottswood
Robert A. Spottswood

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF Monroe) SS.

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DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned personally appeared Robert A. Spottswood, as the President of SH1, INC., the sole general partner of SH KEY WEST, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made to date by the limited partners is \$990.00.

2. The total amount of capital contributions contributed and anticipated to be contributed by the limited partners is \$ 2,600,000.

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.

Dated: July 29, 1999.

"General Partner"

SH - Key West, Inc., a Florida corporation

By: *Robert A. Spottswood*
Robert A. Spottswood, President

SWORN TO AND SUBSCRIBED before me this 29 day of July, 1999, by Robert A. Spottswood, as the President of SH - Key West, Inc., the general partner of SH KEY WEST, LTD., who is personally known to me or has produced _____ as identification.



Shelley P. Haggard
MY COMMISSION # CC808933 EXPIRES
February 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

(NOTARY SEAL)

Shelley P. Haggard
(Notary Signature)

Shelley P. Haggard
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC808933