

A99000001816

Spottswood Companies, Inc.

506 Fleming Street
Key West, FL 33040

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

October 13, 1999

BY CERTIFIED MAIL

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

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-10/21/99--01094--006
***1846.25 ***1846.25

Re: SH ISLAMORADA, LTD.

Dear Ms. Harvey:

A99-1816

Enclosed is an original and one copy of the certificate of limited partnership of SH Islamorada, 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,

Shelley F. Pelcher

Shelley F. Pelcher

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 21 AM 8:15

FILED

Encl.

TC \$1,000,000.00

\$1785.00-LP
\$61.25-CC

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SH ISLAMORADA, 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 ISLAMORADA, 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 - Islamorada, 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.

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99 OCT 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner this 13 day of OCTOBER, 1999.

“General Partner”

SH - Islamorada, Inc., a Florida corporation

By: [Handwritten Signature]

Robert A. Spottswood, President

SWORN TO AND SUBSCRIBED before me this 13 day of OCTOBER, 1999, by Robert A. Spottswood, as the President of SH – Islamorada, Inc., the general partner of SH Islamorada, LTD., who is personally known to me or has produced _____ as identification.

[Handwritten Signature]
(Notary Signature)

Shelley P Haggard
(Notary Name Printed)

NOTARY PUBLIC
Commission No. CC808933

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

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for SH Islamorada, 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”

[Handwritten Signature]

Robert A. Spottswood

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME, the undersigned personally appeared Robert A. Spottswood, as the President of SH - Islamorada, Inc., the sole general partner of SH Islamorada, 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 \$990,000.
2. The total amount of capital contributions contributed and anticipated to be contributed by the limited partners is in excess of \$1,000,000.00.

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: OCTOBER 13, 1999.

"General Partner"

SH - Islamorada, Inc., a Florida corporation

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

FILED
99 OCT 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 13th day of OCTOBER, 1999, by Robert A. Spottswood, as the President of SH - Islamorada, Inc., the general partner of SH ISLAMORADA, LTD., who is personally known to me or has produced _____ as identification.

Shelley P. Haggard
(Notary Signature)

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

(NOTARY SEAL)  Shelley P. Haggard
MY COMMISSION # CC808933 EXPIRES
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