

B96000000076

CAPITOL SERVICES d/v
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED STATIONS
 SECRETARY OF CORPORATIONS
 29 MAR - 1 PM 2:32

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 -03/06/96--01031--004
 ***1837.50 ***1837.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Sommeville Associates, LP (Corporation Name) R96000000905 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time 3/1 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

.. 1AA
 FILING _____
 R. AGENT FEE 1750.00
 C. COPY 25.00
 TOTAL 1775.00
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

3/1/96

Examiner's Initials hko

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Sommerville Associates, L.P.
(Name of limited partnership as it is in the home state);

2. Sommerville Associates, Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware
(State of Formation)

4. August 7, 1995
(Date of Formation)

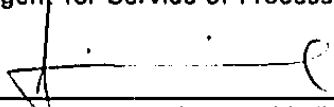
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5. National Corporate Research, Ltd.
(Name of Registered Agent for Service of Process)

6. 1406 Hays Street - Suite #2,
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.



(Officer must sign on this line)

Joseph Mirrione, Assistant Vice President

(Type Name and Title of Officer)

8. c/o Leisure Facilities, Inc., XV, Suite 350, 2650 North Military Trail, Boca Raton, FL 33431
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS F9600001063 SPECIFIC ADDRESS
Leisure Facilities, Inc., XV, Suite 350, 2650 North Military Trail, Boca Raton, FL 33431

10. Leisure Facilities, Inc., Suite 350 North Military Trail, Boca Raton, FL 33431
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. c/o Leisure Facilities, Inc., Suite 350, 2650 No. Military Trail, Boca Raton, FL 33431
(Mailing Address of Limited Partnership)

This 23 day of February, 1996.

Sommerville Associates, L.P.

By: Leisure Facilities, Inc., XV

By: [Signature]
Vice President of General Partner

STATE OF New Jersey

COUNTY OF Bergen

THE FOREGOING instrument was acknowledged and sworn to before me this 23 day of February, 1996, by Bernard M. Rodin, Vice President of Leisure Facilities, Inc., XV (Name of General Partner) of Sommerville Associates, L.P. (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature: Veronika Riemer]

Notary Public

State of NJ at Largo

My Commission Expires:

(SEAL)

VERONIKA RIEMER
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES FEB 19, 1998

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Bernard M. Rodin, Vice President of Leisure Facilities, Inc., XV, the general partner of Sommerville Associates, L.P., a Delaware, limited partnership, hereinafter referred to as the "Partnorship", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 8,300,000
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 8,300,000.

This 23 day of February, 1996.

FURTHER AFFIANT SAYETH NOT.

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

Sommerville Associates, L.P.
 By: Leisure Facilities, Inc., XV, General Partner
 BY: [Signature]
 Bernard M. Rodin, Vice President of
 General Partner

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STATE OF New Jersey
 COUNTY OF Bergen
 DATE 2/23/96

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Bernard M. Rodin, Vice President of Leisure Facilities, Inc., XV (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of February, 1996.

[Signature]
 Notary Public

Seal

State of New Jersey at Large
 My Commission Expires:
2/19/98
 VERONIKA RIEMER
 NOTARY PUBLIC OF NEW JERSEY
 MY COMMISSION EXPIRES FEB 19 1998