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TALLAHASSEE, FL 32301
(904) 222-9171
(904) 222-0191

000-342-8086

A95000000836



ACCOUNT NO. : 072100000032

REFERENCE : 608258 10915A

AUTHORIZATION : *Patricia Pyszato*

COST LIMIT : 0 1785.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN -1 PM 3: 28

ORDER DATE : June 1, 1995

ORDER TIME : 10:54 AM

ORDER NO. : 608258

CUSTOMER NO: 10915A

200001508642

CUSTOMER: Steven C. Koegler, Esq
WALKER & KOEGLER

Post Office Box 550587

Jacksonville, FL 32255-0587

DOMESTIC FILING

W 95000008328

NAME: PONTA VEDRA LAKES LIMITED
PARTNERSHIP

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

6/1/95

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

[Signature]

BK

CERTIFICATE OF LIMITED PARTNERSHIP
AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Ponte Vedra Lakes Limited Partnership

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN -1 PM 5:29

This Certificate of Limited Partnership made and entered into this 30th day of May, 1995, by and between Marsgold, Inc., a Florida corporation, as the General Partner ("General Partner") and Arthur C. Wotiz, Michael A. Johnston and Marvin H. Goldberg as the Limited Partners ("Limited Partners"), whereby the parties hereto agree and form a Limited Partnership pursuant to Chapter 620 of the Florida Statutes and do hereby swear, affirm and certify as follows:

1. The name of the Limited Partnership is Ponte Vedra Lakes Limited Partnership.
2. The purpose of the Limited Partnership is to acquire and sell, invest in, develop, own and operate real estate; to borrow money and issue evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge, or other security interest, and to do any and all other acts and things which may be necessary, incidental, or convenient to carry out the business of the Partnership
3. The principal place of business of the Limited Partnership is c/o Walker & Koeqler, P.A., 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256 and its mailing address shall be Post Office Box 550587, Jacksonville, Florida 32255.
4. The name and business address of the sole General Partner is: Marsgold, Inc. 107 Planters Row, Ponte Vedra Beach, Florida 32082. P94000069439
5. The name and address of the agent for service of process for the Limited Partnership shall be Steven C. Koeqler, 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256.
6. The Affidavit of Capital Contributions is attached hereto as Schedule A; the Limited Partners shall have no responsibility for additional contributions to the Partnership.
7. The Limited Partnership and limitation of liability of the Limited Partners shall commence on the date of filing with the Secretary of State of Florida and shall continue until December 31, 2020.

GENERAL PARTNER:

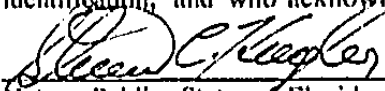
Marsgold, Inc.

By: Marvin H. Goldberg
Marvin H. Goldberg
President

STATE OF FLORIDA)

COUNTY OF DUVAL)

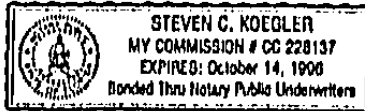
The foregoing Certificate of Limited Partnership was acknowledged before me this 30th day of MAY, 1994, by Marvin H. Goldberg, the President of Marsgold, Inc., the General Partner, who is personally known to me or who has produced identification, and who acknowledged that he signed such instrument of his own free will.



Notary Public, State of Florida at Large

Notary's printed or stamped name:

My commission expires:



Personally known

Produced _____ as identification.

95 JUN - 1 PM 3:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Schedule "A"
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN -1 PM 3:29

STATE OF FLORIDA)
COUNTY OF DUVAL)

Marsgold, Inc., being the sole General Partner of Ponte Vedra Lakes Limited Partnership, being duly sworn hereby declares and says that the following itemization of capital contributions is true and correct:

PARTNER:	CONTRIBUTION
Arthur C. Wotiz	\$50,000.00
Michael A. Johnston	\$50,000.00
Marvin H. Goldberg	\$150,000.00
Marsgold, Inc.	\$20,000.00
TOTAL	\$270,000.00

Marsgold, Inc.
General Partner

Total Anticipated Limited Partner
Contributions: \$250,000.00

By: *Marvin H. Goldberg*
Marvin H. Goldberg, President

Sworn to and subscribed to before me
this 30th day of MAY, 1995

Steven C. Koegler
Notary Public, State of Florida
Notary's Stamped or Printed Name:
My commission expires:



Personally known

_____ Produced _____ as identification

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

First that Ponte Vedra Lakes Limited Partnership, filing its Certificate of Limited Partnership pursuant to Chapter 620 of the laws of the State of Florida, with its principal office in the City of Jacksonville, State of Florida has named Steven C. Koegler, located at 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, 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 the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Limited Partnership, I hereby agree to act in this capacity and to comply with the provisions of said laws.

By: 
Steven C. Koegler, Registered Agent

FILED OF STATIS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN -1 PM 3:29

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996

A95000000836

FILED

95 DEC -7 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(CHECK WITH IN THIS SPACE)

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000836

PONTE VEDRA LAKES LIMITED PARTNERSHIP

Mailing Address
P.O. BOX 550687
JACKSONVILLE FL 32255

Principal Office Address
C/O WALKER & KOEGLER, P.A.
4655 SALISBURY ROAD, SUITE 390
JACKSONVILLE FL 32256

If above addresses are incorrect in any way, send through the correct information and enter correct addresses in Block 2 and/or 2a

3. Date Form or Registered to Do Business in
FLORIDA **08/01/1995**

3a. Date of Last Report
NA

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
\$250,000.00

5b. Amount of Capital Contributions in FLORIDA to date
\$ 250,000.00

6. FEI Number
59-332-1639

Applied Fee
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$6.75 Additional Fee required by a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**KOEGLER, STEVEN C
4655 SALISBURY ROAD, SUITE 390
JACKSONVILLE FL 32256**

10. If changed, New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
City, State & Zip
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submit this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Req. signed Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registrar's Document Number

MARSGOLD, INC.

107 PLANTERS ROW

PONTE VEDRA BEACH FL

P94000069439

**200001667232
-12/21/95--01002--017
****576.25 ****576.25**

RWM

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.071(4)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.071(4)(b) for the extent that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to provide this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Marvin H. Goldberg

DATE

4 Dec 1995

Typed or Printed Name of General Partner Signing Form

Marvin H. Goldberg, Pres. of Marsgold, Inc.

Telephone Number

904-285-9979