

DEC-08-2004 (ED)

10:18

CARLTON FIELDS

P. 01/005

Division of Corporations

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

BEAR FALLS PRESERVE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

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2004 DEC -8 A 10:03

CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

H 040002421043

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
BEAR FALLS PRESERVE, LTD.,  
a Florida limited partnership**

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

**ARTICLE I.**

**Name of the Limited Partnership**

The name of the Limited Partnership is: BEAR FALLS PRESERVE, LTD.

**ARTICLE II.**

**Address of the Limited Partnership**

The address of the office of the Limited Partnership is: 100 S. E. Second Street, Suite 4000, Miami, Florida 33131

**ARTICLE III.**

**Registered Agent and Registered Office**

The name and address of the agent for service of process on the Limited Partnership is: Marsha G. Madorsky, 100 S.E. Second Street, Suite 4000, Miami, Florida 33131.

**ARTICLE IV.**

**General Partner**

The name and business address of the sole general partner is: BEAR FALLS PRESERVE, INC., 100 S. E. Second Street, Suite 4000, Miami, Florida 33131

704-164404

**ARTICLE V.**

**Mailing Address of the Limited Partnership**

The mailing address of the Limited Partnership is: 100 S. E. Second Street, Suite 4000, Miami, Florida 33131.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

H 040002421043

ARTICLE VI.

Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2104 unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of BEAR FALLS PRESERVE, LTD. as of the 6<sup>th</sup> day of December, 2004.

General Partner:

BEAR FALLS PRESERVE, INC.

By:

  
Marsha G. Madorsky, Secretary

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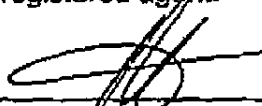
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CLERK OF COURT  
JANUARY 1, 2005  
TALLAHASSEE, FLORIDA

H 040002421043

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BEAR FALLS PRESERVE, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, I, Marsha G. Madorsky, hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

  
Marsha G. Madorsky

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CLERK OF COURT  
JANET L. B. FLORES

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BREVARD )

The undersigned, Marsha G. Madorsky, Secretary of BEAR FALLS PRESERVE, INC., being first duly sworn, certifies as follows:

1. The undersigned is the sole general partner of BEAR FALLS PRESERVE, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."
2. The amount of capital contributions contributed by the initial limited partners is \$1,400,000.00
3. The amount of capital contributions anticipated to be contributed by the initial limited partners is in excess of \$0-.

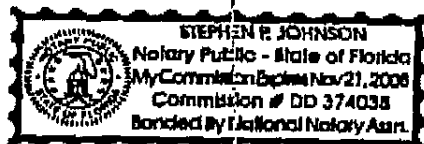
Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner


BEAR FALLS PRESERVE, INC.

By:   
Marsha G. Madorsky, Secretary

SWORN TO AND SUBSCRIBED before me as of the 6<sup>th</sup> day of December 2004, by Marsha G. Madorsky, Secretary of BEAR FALLS PRESERVE, INC., as the General Partner for BEAR FALLS PRESERVE, LTD., a Florida limited partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC:

Sign:   
Print: Stephen P. Johnson  
State of Florida  
My Commission Expires: