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**FLORIDA LIMITED PARTNERSHIP**

**GB PENINSULA, LTD.**

Certificate of Status	1
Certified Copy	0
Page Count	04
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# CERTIFICATE OF LIMITED PARTNERSHIP

OF

GB PENINSULA, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is GB  
PENINSULA, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White &  
Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service  
of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP,  
200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

GB Peninsula, Inc. (P00000024760)  
3470 Club Center Boulevard  
Naples, FL 34114

5. Mailing Address.

The mailing address of the Partnership is 3470 Club Center Boulevard,  
Naples, FL 34114.

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6. Dissolution.

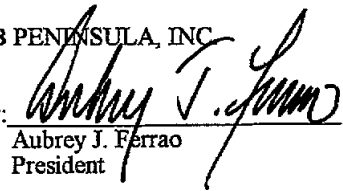
The latest date upon which the Partnership will dissolve is December 31,  
2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of  
Limited Partnership as of the 8<sup>th</sup> day of March, 2000.

GENERAL PARTNER:

GB PENINSULA, INC

By:

  
Aubrey J. Ferrao  
President

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

**AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

GB PENINSULA, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

GB PENINSULA, INC.  
General Partner

By: *Aubrey J. Ferrao*  
Aubrey J. Ferrao  
President

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Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: *K. Lawrence Gragg*  
Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Aubrey J. Ferrao, President of GB Peninsula, Inc., a Florida corporation, constituting the sole general partner of GB Peninsula, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$0.
2. The total anticipated amount of the capital contributions of the limited partners is \$7,500.00.

This 8<sup>th</sup> day of March, 2000.

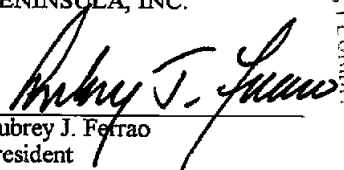
FURTHER AFFIANT SAYETH NOT.

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.

General Partner:

GB PENINSULA, INC.

By:

  
Aubrey J. Ferrao  
President

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