

(TU 3, 14 0 0: 3 ST

5126844

Electronic Filing Cover Sheet

((H00000011474 4)))

00 APR 14 AM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11

unt
3/1

SECTION OF STATE
TALLAHASSEE, FLORIDA

00 MAR 14 PM 12:24

2000

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$1,793.75

File Ry 1518597-0001
Return to M. Wozan

Fax Audit No. H00000011474

CERTIFICATE OF LIMITED PARTNERSHIP**OF****951 LAND HOLDINGS, LTD.**

The undersigned, being all of the general partners of 951 Land Holdings Joint Venture, a Florida general partnership ("951 Joint Venture"), hereby convert 951 Joint Venture into 951 Land Holdings, Ltd., a Florida limited partnership (the "Partnership"), pursuant to and in accordance with Section 620.8902 of the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, *et seq.*) as follows:

1. Upon the filing of this Certificate of Limited Partnership, 951 Joint Venture shall be converted into the Partnership pursuant to the terms and conditions of Section 620.8902 of the Florida Statutes.

2. The name of the general partnership to be converted is 951 Land Holdings Joint Venture.

3. The conversion was approved of by the unanimous consent of all of the partners of 951 Joint Venture.

4. Name. The name of the limited partnership is 951 Land Holdings, Ltd.

5. Office Address. The address of the office of the Partnership in the State of Florida is:

951 Land Holdings, Ltd.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

6. 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:

Mark J. Woodward
Woodward, Pires & Lombardo P.A.
801 Laurel Oak Drive
Suite 710
Naples, FL 34108

FILED
00 APR 14 AM 1:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H00000011474

7. General Partners. The names and business addresses of the General Partners are:

Gulf Bay 100, Ltd. (A95000001909)
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

Parcel Z, Inc. (P94000002811)
c/o Tomen America, Inc.
1285 Avenue of the Americas
New York, NY 10019
Attn: James J. McCarthy

8. Mailing Address. The mailing address of the Partnership is

951 Land Holdings, Ltd.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816

9. Dissolution. The latest date upon which the Partnership will dissolve is
December 31, 2030.

[Signatures on next page.]

FILED
90 MAR 14 AM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H00000011474

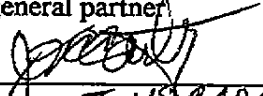
IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 12th day of March, 2000.

By: Gulf Bay 100, Ltd., a Florida limited partnership and a general partner

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: 
Aubrey J. Ferrao, President

By: Parcel Z, Inc., a Florida corporation and a general partner

By: 
Name: J. N. S. BARTON
Title: PRESIDENT

FILED
00 MAR 14 AM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit NO. H00000011474

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

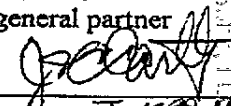
951 Land Holdings, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated Woodward, Pires & Lombardo P.A., 801 Laurel Oak Drive, Suite 710, Naples, FL 34108 as its initial Registered Office, and has named Mark J. Woodward, located at Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 710, Naples, FL 34108, as its Registered Agent.

By: Gulf Bay 100, Ltd., a Florida limited partnership and a general partner

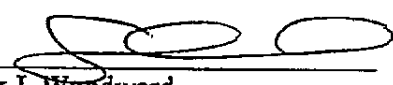
By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: 
Aubrey J. Ferrao, President

By: Parcel Z, Inc., a Florida corporation and a general partner

By: 
Name: J. H. [unclear]
Title: PRESIDENT

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 all statutes relating to the proper and complete performance of the undersigned's duties.


Mark J. Woodward
Registered Agent

Date: 3/13/00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the general partners of 951 Land Holdings, Ltd., a Florida limited partnership, upon penalty of perjury, certifies as follows:

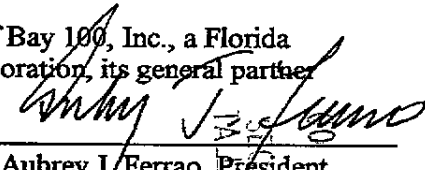
1. The amount of capital contributions of the limited partners is \$4,880,000.00.

2. The total anticipated amount of the capital contributions of the limited partners is \$4,880,000.00.

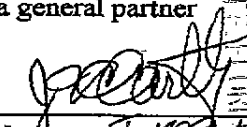
Dated this 13th day of March, 2000.

By: Gulf Bay 100, Ltd., a Florida limited partnership and a general partner

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: 
Aubrey J. Ferrao, President

By: Parcel Z, Inc., a Florida corporation and a general partner

By: 
Name: J. MCARTHUR
Title: PRESIDENT

FILED
MAR 14 AM 1:13
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA