

# A00000000465

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**FLORIDA LIMITED PARTNERSHIP**

**GBFC MARINA, LTD.**

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

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**CERTIFICATE OF LIMITED PARTNERSHIP****OF****GBFC MARINA, LTD.**

The undersigned, being all of the general partners of FC Marina Joint Venture, a Florida general partnership ("FC Joint Venture"), hereby convert FC Joint Venture into GBFC Marina, 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, FC 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 FC Marina Joint Venture.

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

4. Name. The name of the limited partnership is GBFC Marina, Ltd.

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

GBFC Marina, 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

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

FC Marina, Ltd. (A95000001531)  
c/o Gulf Bay Management  
3470 Club Center Boulevard  
Naples, FL 34114-0816  
Attn: Aubrey J. Ferrao

Parcel M-II, Inc. (P95000075035)  
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:

GBFC Marina, 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 December 31, 2030.

[Signatures on next page.]

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will dissolve  
SEC'RY OF STATE  
TALLAHASSEE, FLORIDA

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: EC Marina, Ltd., a Florida limited partnership, and a general partner

By: F.C. Marina, Inc., a Florida corporation, its general partner

By: Aubrey J. Ferrao, President

By: Parcel M-II, Inc., a Florida corporation, and a general partner

By: Jim McCarthy  
Name: JIM McCARTHY  
Title: PRESIDENT

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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

GBFC Marina, 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: FC Marina, Ltd., a Florida limited partnership and a general partner

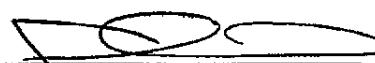
By: GBFC Marina, Inc., a Florida corporation, its general partner

By:   
Aubrey J. Ferrao, President

By: Parcel M-II, Inc., a Florida corporation and a general partner

By:   
Name: J. Michael Kirby  
Title: Project Director

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 GBFC Marina, Ltd., a Florida limited partnership, upon penalty of perjury, certifies as follows:

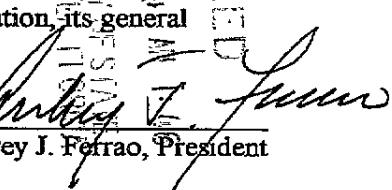
1. The amount of capital contributions of the limited partners is \$2,002,000.00.

2. The total anticipated amount of the capital contributions of the limited partners is \$2,002,000.00.

Dated this 13th day of March, 2000.

By: FC Marina, Ltd., a Florida limited partnership and a general partner

By: GBFC Marina, Inc., a Florida corporation, its general partner

By:   
Aubrey J. Ferrao, President

By: Parcel M-II, Inc., a Florida corporation and a general partner

By:   
Name: J. McCarthy  
Title: President