

A0000000 468

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

RE-SUBMIT

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000011476 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

00 MAR 14 PM 3:30
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP
LAND
DY ASSOCIATES, LTD.

RECEIVED
00 MAR 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

File Ref: 1518597-0001
Return to M. Wojnowski



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2000

WHITE & CASE

SUBJECT: DY ASSOCIATES, LTD.
REF: W00000006780

09 MAR 14 PM 3:30
SECRETARY OF STATE
CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

FAX Aud. #: E00000011476
Letter Number: 100A00013998

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

Parcel D Development, Inc. (P96000070408)
c/o Tomen America, Inc.
1285 Avenue of the Americas
New York, NY 10019
Attn: James J. McCarthy

Parcel Y Development, Inc. (P96000072069)
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:

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

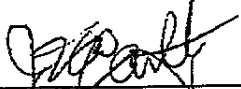
9. Dissolution. The latest date upon which the Partnership will dissolve is December 31, 2030.

[Signatures on next page.]

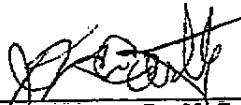
1111
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
00 MAR 14 PM 3:30

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: Parcel D Development, Inc., a Florida corporation, and a general partner

By: 
Name: James J. McCarthy
Title: President

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

By: 
Name: James J. McCarthy
Title: President


1950
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 14 PM 3:30

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

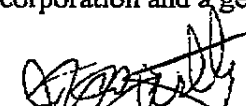
In compliance with Florida Statutes Section 620.192, the following is submitted:

DY Land Associates, 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: Parcel D Development, Inc., a
Florida corporation and a general
partner

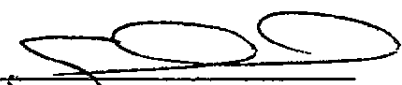
By: 
Name: James J. McCarthy
Title: President

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

By: 
Name: James J. McCarthy
Title: President

NO MAR 14 PM 3:30
STATE OF FLORIDA
DEPARTMENT OF
REGISTRATION

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

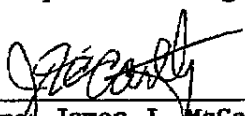
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

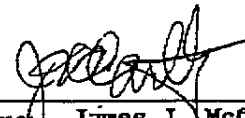
1. The amount of capital contributions of the limited partners is \$11,562,696.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$11,562,696.00.

Dated this 13th day of March, 2000.

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

By: 
 Name: James J. McCarthy
 Title: President

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

By: 
 Name: James J. McCarthy
 Title: President

00 MAR 14 PM 3:30
 STATE OF FLORIDA
 DIVISION OF CORPORATIONS