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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cape Marco Development
(Corporation Name) (Document #)
2. Limited Partnership
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. @ file 1st
(Corporation Name) (Document #)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 2:21

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☒ Foreign
- ☒ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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00 MAY 16 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

MAY 12 2000 5:47PM

CHEFFY AND PASSIDOMO

NO. 4954 P. 2/5

AFFIDAVIT

The undersigned, being the President of CAPE MARCO DEVELOPMENT CORP., a Florida corporation (the "Corporation"), hereby CERTIFIES that:

1. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on February 7, 2000, Document No. P00000015182.
2. The undersigned wishes to organize a Florida entity known as "Cape Marco Development Limited Partnership", a Florida limited partnership (the "Partnership").
3. A shareholder of the Corporation is affiliated with the partners of the Partnership. All of the shareholders of the Corporation have consented to the organization of and use of the name of the Partnership.
4. The Corporation hereby consents to the organization of and use of the name by the Partnership.
5. The execution of this Affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

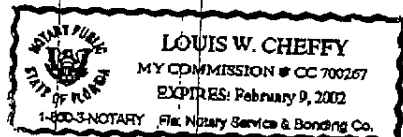
IN WITNESS WHEREOF, the undersigned, has executed this Affidavit under penalties of perjury this 12 day of May, 2000.



Jack J. Antaramian, President

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

This instrument was acknowledged before me this 15 day of May, 2000, by Jack J. Antaramian, as President of Cape Marco Development Corp., a Florida corporation, on behalf of the corporation, and he is personally known to me or has produced a Florida driver's license as identification.

(Notary Seal)




Name: _____
Notary Public
State of Florida at Large
My commission expires: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CAPE MARCO DEVELOPMENT LIMITED PARTNERSHIP

FILED STATE
DEPARTMENT OF CORPORATIONS
00 MAY 16 PM 2:21

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 CAPE MARCO DEVELOPMENT LIMITED PARTNERSHIP.

2. Registered Office.

The registered office of the Partnership in the State of Florida is 365 Fifth Avenue South, Suite 201, Naples, Florida 34102.

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 Jack J. Antaramian, 365 Fifth Avenue South, Suite 201, Naples, Florida 34102.

4. General Partner.

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

Cape Marco Development, LLC
365 Fifth Avenue South, Suite 201
Naples, Florida 34102

5. Mailing Address.

L00000001106

The mailing address of the Partnership is c/o Gulf Bay Management, Inc., 3470 Club Center Boulevard, Naples, Florida 34114-0816.

6. Dissolution.

2049.

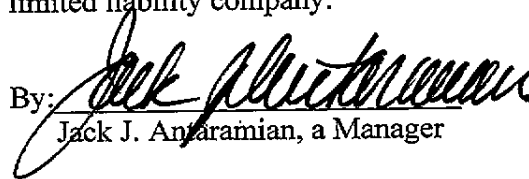
The latest date upon which the Partnership will dissolve is December 31, 2049.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 11 day of May, 2000.

GENERAL PARTNER:

CAPE MARCO DEVELOPMENT, LLC, a Florida limited liability company.

By:


Jack J. Antaramian, a Manager

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 30 PM 2:21

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 2:21

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

CAPE MARCO DEVELOPMENT LIMITED PARTNERSHIP, desiring to organize as a limited partnership under the laws of the State of Florida, has designated 365 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its initial Registered Office and has named Jack J. Antaramian located at said address as its initial Registered Agent.

CAPE MARCO DEVELOPMENT, LLC
General Partner

By: 

Jack J. Antaramian, its member

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: 

Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jack J. Antaramian, Member of Cape Marco Development, LLC, a Florida limited liability company, constituting the sole general partner of CAPE MARCO DEVELOPMENT LIMITED PARTNERSHIP, 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 \$ 7,425,000.
2. The total anticipated amount of the capital contributions of the limited partners is \$ 7,425,000.

This 11th day of May, 2000.

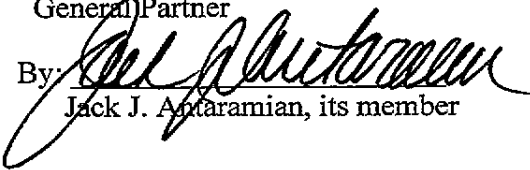
FURTHER AFFLIANT SAYETH NOT.

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:

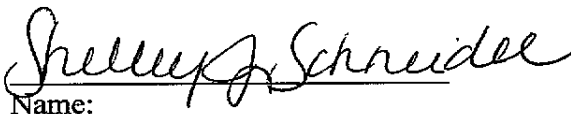
CAPE MARCO DEVELOPMENT, LLC
General Partner

By:


Jack J. Antaramian, its member

STATE OF FLORIDA :
COUNTY OF COLLIER : SS

The foregoing instrument was acknowledged before me this 11 day of May, 2000, by Jack J. Antaramian, member of CAPE MARCO DEVELOPMENT, LLC, a Florida limited liability company, who is personally known to me or who has produced _____ as identification.


Name:

Notary Public

State of Florida

My Commission Expires:

-4-

