

A00000000802

Requester's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Marco Beach Associates, Ltd
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time

Mail out

Will wait

Photocopy

Certified Copy

Certificate of Status

900003254339--0

-05/16/00--01028--014

****743.75 ****148.75

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

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAY 16 PM 2:41

RECEIVED
MAY 16 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MC 5/16

Examiner's Initials

MAY. 15. 2000 5:47PM

CHEFFY AND PASSIDOMO

NO. 4954 P. 5/5

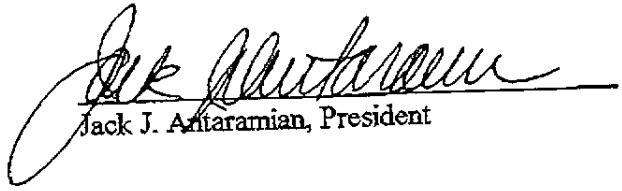
AFFIDAVIT

The undersigned, being the President of MARCO BEACH ASSOCIATES, INC. a Florida corporation (the "Corporation"), hereby CERTIFIES that:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 16 PM 2:41

1. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on February 2, 1992, as amended January 13, 1997, Document No. V17514.
2. The undersigned wishes to organize a Florida entity known as "Marco Beach Associates, Ltd.", 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 15 day of May, 2000.



Jack J. Antaramian, President

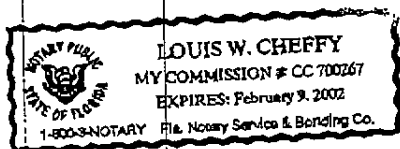
STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

This instrument was acknowledged before me this 15 day of May, 2000, by Jack J. Antaramian, as President of Marco Beach Associates, Inc., 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.

22

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

(Notary Seal)



CERTIFICATE OF LIMITED PARTNERSHIP

OF

MARCO BEACH ASSOCIATES, LTD.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 2:41

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 MARCO BEACH ASSOCIATES, LTD.

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:

MARCO BEACH ASSOCIATES, LLC
c/o Gulf Bay Management, Inc.
3470 Club Center Boulevard
Naples, FL 34114-0816

LOU000005515

5. Mailing Address.

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

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SECRETARY OF CORPORATIONS
00 MAY 16 PM 2:41

6. Dissolution.

2049.


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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 15th day of May, 2000.

GENERAL PARTNER:

MARCO BEACH ASSOCIATES, LLC, a Florida limited liability company

By:


Jack J. Antaramian, a Manager

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 2:41

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

MARCO BEACH ASSOCIATES, LTD., 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.

MARCO BEACH ASSOCIATES, LLC

General Partner

By: 

Jack J. Antaramian, a Manager

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

