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NEW FILINGS	<u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u> <u>AMENDMENTS</u>
<ul> <li>Profit</li> <li>Not for Profit</li> <li>Limited Liability</li> <li>Domestication</li> <li>Other</li> </ul>	<ul> <li>Amendment</li> <li>Resignation of R.A., Officer/Director</li> <li>Change of Registered Agent</li> <li>Dissolution/Withdrawal</li> </ul>
<b>OTHER FILINGS</b>	REGISTRATION/QUALIFICATION - 9
Annual Report Fictitious Name	Merger REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other
CR2E031(7/97)	5//(/ Examiner's Initials

#### AFFIDAVIT

THAT IS PH 2: 11 The undersigned, being the President of MARCO BEACH ASSOCIATES, INC a Florida corporation (the "Corporation"), hereby CERTIFIES that:

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. 1. V17514.

The undersigned wishes to organize a Florida entity known as "Marco 2. Beach Associates, Ltd.", a Florida limited partnership (the "Partnership").

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.

The Corporation hereby consents to the organization of and use of the 4. hame by the Partnership.

The execution of this Affidavit by the undersigned constitutes an 5. 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 A day of May, 2000.

J. Antaramian, President

STATE OF FLORIDA ) SS: COUNTY OF COLLIER )

This instrument was acknowledged before me this  $\underline{J}$  day of May, 2000, by Jack 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.

(Notary Seal)



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



## CERTIFICATE OF LIMITED PARTNERSHIP

OF

## MARCO BEACH ASSOCIATES, LTD.

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. <u>Name</u>.

The name of the limited partnership (the "Partnership") is MARCO BEACH ASSOCIATES, LTD.

2. <u>Registered Office</u>.

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

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5. <u>Mailing Address</u>.

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the  $10^{10}$  day of May, 2000.

GENERAL PARTNER:

MARCO BEACH ASSOCIATES, LLC, a Florida limited liability company

Вx aramian, a Manager



## CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

# 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/ 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.

Mauri ered Agent

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jack J. Antaramian A Manager of Marco Beach Associates, LLC, a Florida limited liability company, constituting th sole general partner of MARCO BEACH ASSOCIATES, LTD., 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

2. The total anticipated amount of the capital contributions of the limited partners is \$99.00.

This day of May, 2000.

FURTHER AFFIANT 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:

MARCO BEACH ASSOCIATES, LLC

General Partner B J. Antaramian, a Manager

STATE OF FLORIDA : SS COUNTY OF COLLIER :

The foregoing instrument was acknowledged before me this <u>//</u> day of May, 2000, by Jack J. Antaramian, a Manager of MARCO BEACH ASSOCIATES, LLC, a Florida limited liability company, who is personally known to me or who has produced \_\_\_\_\_\_ as identification.

hnuidel

Notary Public State of Florida My Commission Expires:



\$99.00.