



THE UNITED STATES  
CORPORATION  
COMPANY

A00000000927

ACCOUNT NO. : 072100000032

REFERENCE : 724427 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
DIVISION OF CORPORATIONS  
00 JUN -8 PM 2:49

ORDER DATE : June 8, 2000.

ORDER TIME : 9:54 AM

ORDER NO. : 724427-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNELL O'NEILL  
GOULD COOKSEY FENNELL O'NEILL  
979 Beachland Boulevard

Vero Beach, FL 32963

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DOMESTIC FILING

NAME: DESERT BEACH LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS: \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**DESERT BEACH LIMITED PARTNERSHIP**  
**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner hereby executes and acknowledges this Certificate of Limited Partnership for the purpose of forming a limited partnership under Chapter 620, Florida Statutes entitled, "Florida Revised Uniform Limited Partnership Act (1986)".

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**ARTICLE I**

**Name**

This Limited Partnership shall be known as:

DESERT BEACH LIMITED PARTNERSHIP

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address shall be:

979 Beachland Blvd.  
Vero Beach, Florida 32963

**ARTICLE III**

**Purpose**

The purpose of the Partnership is to hold, manage and acquire land, securities, promissory notes and tangible personal property (the "Property") and to invest and reinvest the assets of the Partnership, and otherwise to manage and hold the Property for investment. To this end, the Partnership shall have the power to purchase or otherwise acquire, develop, own, hold, improve, manage, mortgage, lease, exchange and sell or otherwise dispose of and deal with the Property, or any part thereof; to incur indebtedness, whether secured or unsecured, for any of such purposes; and to do any and all other acts or things that may be necessary, incidental or convenient to carry on the business of the Partnership, as the General Partner may determine from time to time.

**ARTICLE IV**

**General Partner**

The name and address of the General Partner of this Limited Partnership shall be:

ISLAND CREEK, INC.  
979 Beachland Blvd.  
Vero Beach, Florida 32963

10000046858

**ARTICLE V**  
**Terms and Dissolution**

This Limited Partnership shall commence on the date of filing and acceptance of this Certificate of Limited Partnership and shall continue in existence until December 31, 2025.

**ARTICLE VI**  
**Contributions**

The initial contributions of the Limited Partners consist of the amount of cash and the agreed value of other property as described on the Affidavit of Contributions attached hereto.

**ARTICLE VII**  
**Additional Contributions**

Each Limited Partner may (but shall not be obligated to) make such additional contributions to the capital of the Limited Partnership as may from time to time be agreed upon by the General Partner.

**ARTICLE VIII**  
**Registered Agent**

The name and address of the Registered Agent of this Limited Partnership shall be:

TODD W. FENNELL  
979 Beachland Blvd.  
Vero Beach, Florida 32963

GENERAL PARTNER:

ISLAND CREEK, INC.

By: Amanda S. Rosaeen  
Amanda Rosaeen, President

Date: May 8, 2000.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**DESERT BEACH LIMITED PARTNERSHIP**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, TODD W. FENNELL, having been named as registered agent to accept service of process for the above-named Limited Partnership at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity.

Dated this 7<sup>th</sup> day of June, 2000.

  
TODD W. FENNELL

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**DESERT BEACH LIMITED PARTNERSHIP  
AFFIDAVIT OF CONTRIBUTIONS**

The undersigned General Partner hereby declares the following to be the true and correct statement of the actual and anticipated capital contributions by the Limited Partner of DESERT BEACH LIMITED PARTNERSHIP to the best of its knowledge:

Actual and Anticipated Contribution: \$5 million of cash and securities.

Executed this 6<sup>th</sup> day of June, 2000.

GENERAL PARTNER:

ISLAND CREEK, INC.

By: Amanda W. Rosaaen  
AMANDA ROSAAEN, President

Isabel W. Serris  
Samuel Koage  
Witnesses as to General Partner

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared AMANDA ROSAAEN well known to me to be a President of ISLAND CREEK, INC., a Florida corporation, and that she acknowledged executing same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 6<sup>th</sup> day of June, 2000.

Gina M. Cappello  
Notary Public. State of Florida.



Gina M. Cappello  
MY COMMISSION # CC834414 EXPIRES  
June 21, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -8 PM 2:19