



THE UNITED STATE
CORPORATION
COMPANY

A 00000000945

ACCOUNT NO. : 072100000032

REFERENCE : 726484 4352702

AUTHORIZATION :

COST LIMIT : \$ ~~157.50~~ 4k

FILED
SECRETARY OF CORPORATIONS
00 JUN -9 PM 5:16

ORDER DATE : June 9, 2000

ORDER TIME : 12:14 PM

ORDER NO. : 726484-020

200003282832--7

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MCCALL'S BEACH CASTLE
BAYSIDE, LTD.

FILE FOURTH****

RECEIVED
00 JUN -9 PM 12:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS: _____

3K
6/12

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
McCALL'S BEACH CASTLE BAYSIDE, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

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1. The name of the limited partnership is "McCall's Beach Castle Bayside, Ltd."

2. The address of the office of the limited partnership is

5310 Gulf of Mexico Drive
Longboat Key, FL 34228

3. The name and address of the agent for service of process on the limited partnership is Ric Gregoria, 200 S. Orange Avenue, Sarasota, Florida 34236

4. The name and business address of the General Partner is:

McCall's Beach Castle Bayside Corp.
5310 Gulf of Mexico Drive
Longboat Key, FL 34228

900000056093

5. The mailing address of the limited partnership is

McCall's Beach Castle Bayside, Ltd.
5310 Gulf of Mexico Drive
Longboat Key, FL 34228

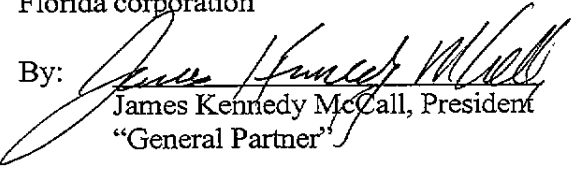
6. The latest date upon which the limited partnership shall dissolve is
December 31, 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of McCall's Beach Castle Bayside, Ltd. this the 6th day of June, 2000.

McCall's Beach Castle Bayside Corp., a
Florida corporation

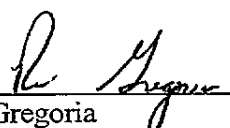
By:


James Kennedy McCall, President
"General Partner"

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for McCall's Beach Castle Bayside, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Ric Gregoria
"Registered Agent"

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared James K. McCall, as President of McCall's Beach Castle Bayside Corp., a Florida corporation, which is the General Partner of Beach Castle Bayside, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$10,000.

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.


FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


James K. McCall

SWORN TO AND SUBSCRIBED before me this 6th day of June, 2000 by James K. McCall, who is personally known to me or who has produced N/A as identification. If no type of identification is indicated, the above-named person is personally known to me.

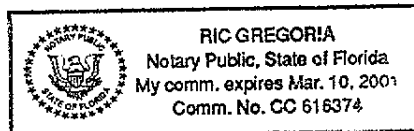
(Notary Seal)


Signature of Notary Public

Ric Gregoria
Print Name of Notary Public

I am a Notary Public of the State of Florida, and my commission expires on _____

SBH-381890.1



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