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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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: BERMAN WOLFE & RENNERT, P.A.

Account Number : 076103002011

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FLORIDA LIMITED PARTNERSHIP

BAY CLUB ASSOCIATES, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	04
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAY CLUB ASSOCIATES, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. NAME. The name of the Limited Partnership is:

BAY CLUB ASSOCIATES, LTD.

2. (a) PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The canadress of the office of the Partnership at which place the records shall be maintained is:

2121 Ponce de Leon Boulevard, PH2 Coral Gables, Florida 33134

(b) REGISTERED AGENT. The name and address of the Partnership's agent for service of process is:

Shamira Klein, Esq.
c/o Berman Wolfe Rennert Vogel & Mandler, P.A.
Bank of America Tower At International Place
100 Southeast Second Street, Suite 3500
Miami, FL 33131-2130

3. GENERAL PARTNERS. The name and address of the General Partner is:

Cornerstone Bay Club, L.L.C., a Florida limited liability company 2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134

4. MAILING ADDRESS. The mailing address for the Limited Partnership is:

c/o The Cornerstone Group 2121 Ponce de Leon Boulevard, Suite PH2 Coral Gables, Florida 33134

5. <u>DISSOLUTION DATE</u>. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until **December 31, 2050**, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

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IN WITNESS WHEREOF, the undersigned General Partners have hereunto executed this Certificate as of the day of July, 2000.

GENERAL PARTNER:

[CORPORATE SEAL]

CORNERSTONE BAY CLUB, L.L.C., a Florida limited liability company

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ECHETARY OF STAE
LLAMASSEE, FLOR DA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this ______ day of July, 2000, by Shamira Klein, as Vice President, of CORNERSTONE BAY CLUB, L.L.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA



Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Shamira Klein Registered Agent

Dated: July 4, 2000

A F F I D A V I T OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared Shamira Klein, as Vice President of CORNERSTONE BAY CLUB, L.L.C., a Florida limited liability company the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

- 1. Affiant is the duly appointed authorized member of CORNERSTONE BAY CLUB, L.L.C., a Florida limited liability company (the "Company").
- 2. The Company is the General Partner of a Limited Partnership to be produced under the Florida Revised Uniform Limited Partnership Act under the name BAY CLUB ASSOCIATES, LTD.
 - 3. The amount of capital contributions to date of the limited partners is \$1,000.00.
- 4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.
- 5 The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

CORNERSTONE BAY CLUB, L.L.C., a Florida limited liability company

By: UCCUCN
Shamira Klein, Vice Presiden

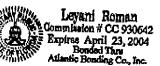
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this day of duly 2000, by Shamira Klein, as Vice President, of CORNERSTONE BAY CLUB, Lt.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA



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