

Division of Corporations

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Florida Department of State

Division of Corporations

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(((H00000037034 6)))

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BERMAN WOLFE & RENNERT, P.A.
Account Number : 076103002011
Phone : (305) 577-4166
Fax Number : (305) 373-6036

FLORIDA LIMITED PARTNERSHIP

BAY CLUB ASSOCIATES, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$743.75

96.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 17 AM 9:00

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 17 AM 7:48

A00-1110
OK 7-17
7/14/2000

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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 address 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. **DISSOLUTION DATE.** 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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00 JUL 17 AM 9:00
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TALLAHASSEE, FLORIDA

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L00-8297

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IN WITNESS WHEREOF, the undersigned General Partners have hereunto executed this Certificate as of the 14 day of July, 2000.

GENERAL PARTNER:

[CORPORATE SEAL]

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

By: *Shamira Klein*
Shamira Klein, Vice President

00 JUL 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 14 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:

Leyani Roman
NOTARY PUBLIC, STATE OF FLORIDA



Leyani Roman
Commission # CC 930642
Expires April 23, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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
Shamira Klein
Registered Agent

Dated: July 14, 2000

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A F F I D A V I T O F C A P I T A L C O N T R I B U T I O N S

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 formed 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: 
 Shamira Klein, Vice President

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00 JUL 17 AM 9:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

(((H00000037034 6)))

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th day of July, 2000, by Shamira Klein, as Vice President, of CORNERSTONE BAY CLUB, L.P., 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



Leyani Roman
Commission # CC 930642
Expires April 23, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

G:\LJW\Cornerstone\Entites\Bay Club\COLP.wpd

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00 JUL 17 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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