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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1925

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SAINT AUGUSTINE

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(1894-1986)

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FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

August 17, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***1785.00 ***1785.00

Re: Harbor Oaks on the Intracoastal, Ltd.
Our File No. 4-00-373

Dear Sir or Madam:

Enclosed please find for filing a Certificate of Limited Partnership and Affidavit of Capital Contributions of Harbor Oaks on the Intracoastal, Ltd., and an Acceptance of Obligations as Registered Agent. Also enclosed is this firm's check in the amount of \$1,785 payable to the Secretary of State, which represents the maximum filing fee of \$1,750 and \$35 for the filing of the registered agent designation.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Katherine G. Jones

Katherine G. Jones

KGJ/jgs

Enclosure

Available

Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

\$1,150,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF HARBOR OAKS ON THE INTRACOASTAL, LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership of Harbor Oaks on the Intracoastal, Ltd., with the Florida Secretary of State pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), for the purpose of forming a Florida limited partnership.

1. Name. The name of the limited partnership is Harbor Oaks on the Intracoastal, Ltd.

2. Office Address. The address of the office at which the records required to be maintained by the partnership under the Act shall be kept is 1009 A1A Beach Boulevard, St. Augustine, Florida 32080.

3. Mailing Address. The mailing address of the partnership is 1009 A1A Beach Boulevard, St. Augustine, Florida 32080.

4. Address of Registered Office and Name of Registered Agent. The address of the registered office and the name of the registered agent at that address are:

Katherine G. Jones
780 North Ponce de Leon Boulevard
St. Augustine, Florida 32084

5. General Partner. The name and address of the general partner are as follows:

PO000000 723 79
Harbor Oaks Development Corporation, Inc.
1009 A1A Beach Boulevard
St. Augustine, Florida 32084

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TALLAHASSEE, FLORIDA

6. Effective Date. The effective date of the limited partnership shall be the date of filing this certificate with the Secretary of State.

7. Termination Date. The latest date upon which the limited partnership is to be dissolved and its affairs wound up will be August 14, 2020.

8. Contributions and Anticipated Contributions of Limited Partners. The limited partners will make initial capital contributions for their partnership interest of \$1,150,000. The total amount anticipated to be contributed by the limited partners is \$1,150,000.

9. Affirmation. Each general partner hereby acknowledges that pursuant to the Act:

9.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

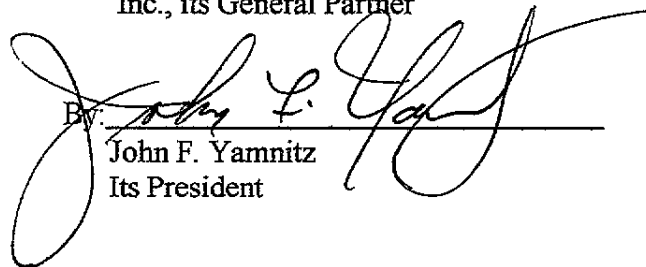
9.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

9.3 If, after the execution of this certificate, a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 16th day of August, 2000.

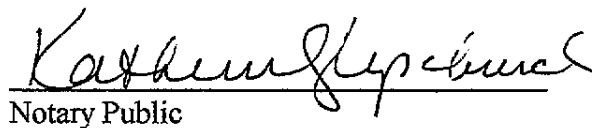
HARBOR OAKS ON THE INTRACOASTAL
LTD.

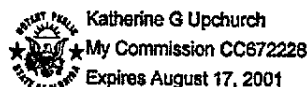
By: Harbor Oaks Development Corporation,
Inc., its General Partner

By: 
John F. Yamnitz
Its President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 16th day of August, 2000, by John F. Yamnitz, as President of Harbor Oaks Development Corporation, Inc., as General Partner of Harbor Oaks on the Intracoastal, Ltd., on behalf of the partnership, who is (☒) personally known to me or (☐) has produced Florida driver's license number _____ as identification.


Notary Public



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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

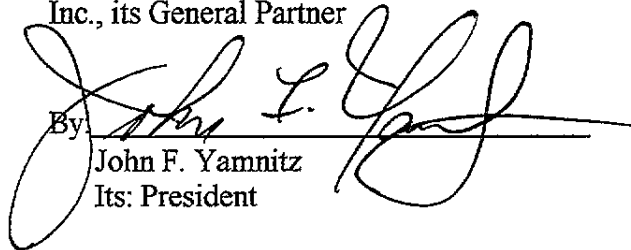
In compliance with Sections 48.091 and 620.105, Florida Statutes, the following
is submitted:

Harbor Oaks on the Intracoastal, Ltd. desiring to organize or qualify under the laws
of the State of Florida hereby designates Katherine G. Jones, as its registered agent to
accept service of process within the State of Florida and the address of its registered office
shall be 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

DATED this 16th day of August, 2000.

HARBOR OAKS ON THE INTRACOASTAL,
LTD.

By: Harbor Oaks Development Corporation,
Inc., its General Partner

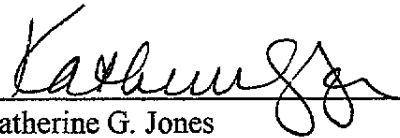
By: 
John F. Yamnitz
Its: President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF OBLIGATIONS AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 16th day of August, 2000.


Katherine G. Jones

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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