

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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***1846.25 ***1846.25

DATE: 10-6-00

REF. #: 0150.13334

CORP. NAME: RIVIERA YACHT AND BEACH
CLUB, LTD.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

OCT 6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE FEES PREPAID WITH CHECK# 9013 FOR \$ 1846.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

RECEIVED
00 OCT -6 AM 10 21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

LP - 1785.00
CERT 61.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVIERA YACHT AND BEACH CLUB, LTD.**

(A Florida Limited Partnership)

THE UNDERSIGNED, constituting the sole general partner of RIVIERA YACHT AND BEACH CLUB, LTD. (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

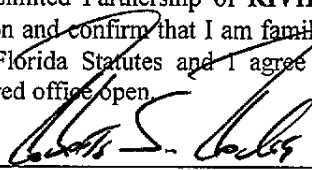
1. **Name:** The name of the Partnership shall be:
RIVIERA YACHT AND BEACH CLUB, LTD.
2. **Registered Agent:** The Registered Agent and Registered Office of the Partnership
in the State of Florida is:

Name: Roberto S. Rocha

Address: 2828 Coral Way, Penthouse Suite, Miami, Florida, 33145.

The Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of RIVIERA YACHT AND BEACH CLUB, LTD., at the place designated in this Certificate of Limited Partnership of RIVIERA YACHT AND BEACH CLUB, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Roberto S. Rocha
Registered Agent

3. **General Partner:** The name and address of the general partner of the Partnership is:

TRG-Riviera Development, LLC
2828 Coral Way
Penthouse Suite
Miami, Florida 33145

4. **Partnership Address:** The office and mailing address for the Partnership shall be: 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

5. **Dissolution:** The latest date upon which the Partnership will dissolve is December 31, of 2048.

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TALLAHASSEE, FLORIDA

VVVVVVVV/2208

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

TRG-RIVIERA DEVELOPMENT, LLC, a Florida limited liability company, as general partner

By: TRG-Riviera Development Corp., Manager

By: 

Name: ROBERTO S. ROCHA

Title: EXECUTIVE VICE PRESIDENT

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TALLAHASSEE, FLORIDA
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of RIVIERA YACHT AND BEACH CLUB, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is: \$ zero.
2. The total amount anticipated to be contributed to the capital of the limited partners is: \$6,000,000.

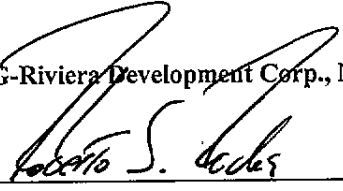
Dated this 4 day of October, 2000.

FURTHER AFFIANT SAYETH NOT.

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

TRG-RIVIERA DEVELOPMENT, LLC, a
Florida limited liability company, as general
partner

By: TRG-Riviera Development Corp., Manager

By: 
Name: ROBERTO S. ROCHA
Title: EXECUTIVE VICE PRESIDENT

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