



A00000001998

ACCOUNT NO. : 072100000032

REFERENCE : 940982 80457A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 1837.50

FILED
00 DEC 22 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 21, 2000

ORDER TIME : 11:14 AM

ORDER NO. : 940982-005

CUSTOMER NO: 80457A

CUSTOMER: Ms. Laura Buckley
Black, Sims, Hubka, Burnett,
Birch & Rawnsley, LLP
501 North Grandview Avenue
Post Office Drawer 265669
Daytona Beach, FL 32118

900003510239--2

DOMESTIC FILING

NAME: ATLANTIC RESORTS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

00 DEC 21 PM 12:10

RECEIVED

A00-1998
JR



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: ATLANTIC RESORTS, LTD.
Ref. Number: W00000029922

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TALLAHASSEE, FLORIDA

We have received your document for ATLANTIC RESORTS, LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 000A00064115

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

ATLANTIC BEACH RESORTS, LTD.

A Florida Limited Partnership

THE UNDERSIGNED, desiring to convert their existing general partnership previously comprised of **MICHAEL D. MOLNAR and HELEN R. MOLNAR**, as general partners, **EIN #59-1871696**, into a limited partnership pursuant to Florida Statute §620.8902. In furtherance of such desires, the undersigned certifies as follows:

1. **Name of Limited Partnership.** The name of the limited partnership is Atlantic Beach Resorts, Ltd. **A Florida Limited Partnership** and its former name was **MOLNAR & MOLNAR, a Florida General Partnership**.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept, as required by Section 620.106 of the Florida Statutes, is **2435 South Atlantic Avenue, Daytona Beach Shores, Florida 32118.**

3. **Agent for Service of Process.** The name and address of the partnership's agent for service of process in Florida is **Michael D. Molnar, 2435 South Atlantic Avenue, Daytona Beach Shores, Florida 32118.**

4. **General Partner.** The name and business address of each general partner of the limited partnership is as follows:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
MICHAEL D. MOLNAR	2435 SOUTH ATLANTIC AVENUE DAYTONA BEACH SHORES, FL 32118.

5. **Address of Partnership.** The mailing address of the limited partnership is **2435 South Atlantic Avenue, Daytona Beach Shores, Florida 32118.**

6. **Date of Dissolution.** The latest date on which the limited partnership is to dissolve is **December 31, 2050.**

7. **Purposes of Partnership.** The purposes of the partnership shall be as follows:

- (a) To convert the form of the entity from a general partnership consisting of Michael D. Molnar and Helen R. Molnar as General Partners to a limited partnership entity and to register the same with the Department of State of the State of Florida.

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- (b) To acquire, improve, lease, operate, and hold real and personal properties for investment, reinvestment and to engage in any and all activities related or incidental thereto. The partnership shall be authorized to engage in any and all lawful businesses and activities as provided under the Florida Revised Uniform Limited Partnership Act (1986).

8. The partnership formerly consisting of Michael D. Molnar and Helen Molnar named **Molnar & Molnar** is this day converted to a limited partnership pursuant to Florida Statute §620.8902.

9. The terms and conditions of the conversion of the general partnership into the limited partnership described herein have been approved by all of the partners of Molnar & Molnar and of Atlantic Resorts, Ltd.

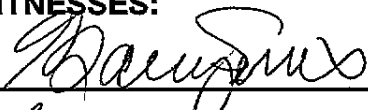
10. The number of votes cast by the partners for the conversion was 100%. The conversion is agreed to take effect on the date of filing with the State of Florida.

11. Prompt notice of the conversion of the general partnership to this limited partnership, together with a copy of Florida States §620.8902 shall be given by the general partner to each partner.

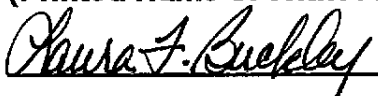
12. The initial managing partner of the limited partnership is **Michael D. Molnar**.

IN WITNESS WHEREOF the parties hereto have executed the foregoing instrument as of the day and year set forth adjacent to their signatures.

WITNESSES:



Larry Sims
(Printed Name of Witness)



LAURA F. BUCKLEY
(Printed Name of Witness)



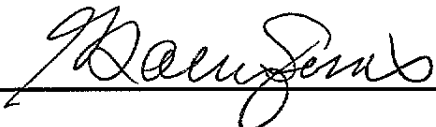
MICHAEL D. MOLNAR, GENERAL
PARTNER

DATE: Dec 15, 2000

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING INSTRUMENT was acknowledged before me by **MICHAEL D. MOLNAR, General Partner of Atlantic Beach Resorts, Ltd., a Florida Limited Partnership**, and he has sworn before me that he executed the foregoing on behalf of the limited partnership and for the purposes therein expressed, is personally known to me, and took an oath this 15 day of December, 2000.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



Notary Public
State of Florida at Large
My Commission Expires:



G. Larry Sims
MY COMMISSION # CC613391 EXPIRES
February 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

THIS INSTRUMENT PREPARED
BY: G. LARRY SIMS, ESQUIRE
POST OFFICE DRAWER 265669
DAYTONA BEACH, FLORIDA 32126-5669

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
IN**

ATLANTIC BEACH RESORTS, LTD.

COMES NOW the undersigned constituting all of the General Partners of **ATLANTIC RESORTS, LTD., a Florida Limited Partnership**, and hereby certifies as follows:

THE AMOUNT of capital contributions to date of the limited partners is:

MICHAEL D. MOLNAR	\$ 125,000.00
HELEN R. MOLNAR	<u>\$ 125,000.00</u>

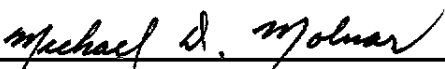
TOTAL:	\$ 250,000.00
	=====

THE TOTAL AMOUNT contributed and anticipated to be contributed by the limited partners at this time totals **\$250,000.00**.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

DATED: Dec 15, 2000


MICHAEL D. MOLNAR, GENERAL PARTNER

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

PURSUANT to Chapter 620, Florida Statutes, the following is submitted for compliance with said Act:

Atlantic Beach Resorts, Ltd., desiring to organize as a limited partnership under the laws of the State of Florida with its registered office at **2435 South Atlantic Avenue, Daytona Beach Shores, Florida 32118**, has named **Michael D. Molnar** located at **2435 South Atlantic Avenue, Daytona Beach Shores, Florida 32118** as its Registered Agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

HAVING BEEN named to accept service of process for the above stated limited partnership, at the address designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED December 15, 2000.



MICHAEL D. MOLNAR

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

THE FOREGOING INSTRUMENT was acknowledged before me by **MICHAEL D. MOLNAR**, and he has sworn before me that he executed the foregoing for the purposes therein expressed, is personally known to me, and took an oath this 15 day of December, 2000.



**Notary Public
State of Florida at Large
My Commission Expires:**



G. Larry Sims
MY COMMISSION # CC613391 EXPIRES
February 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC.