



THE UNITED STATES
CORPORATION
COMPANY

A01000000020

ACCOUNT NO. : 072100000032

REFERENCE : 953362 4331939

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
01 JAN -4 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 4, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 953362-005

CUSTOMER NO: 4331939

CUSTOMER: Ms. Mikie Schmidt
Greenberg Traurig, P.a.

515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

200003523302--0

-01/04/01--01064--002
****1750.00 ****1750.00

DOMESTIC FILING

NAME: S & S GOLF ASSOCIATES, LTD.

200003523302--0

-01/04/01--01064--003
*****87.50 *****87.50

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: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
01 JAN -4 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten initials: M 114

**CERTIFICATE OF LIMITED PARTNERSHIP OF
S & S GOLF ASSOCIATES, LTD.
(a Florida limited partnership)**

FILED
01 JAN -4 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of **S & S GOLF ASSOCIATES, LTD.**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is "S & S GOLF ASSOCIATES, LTD." (the "Limited Partnership").

2. The street address of the Limited Partnership's initial registered office in the State of Florida is 321 SE 15th Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at such office is DAVID G. MURRAY.

3. The name and business address of the sole general partner of the Limited Partnership is as follows:

Delray Golf Center, Inc.
2001 S.W. 20th Street
Fort Lauderdale, Florida 33315

P00000015096

4. The mailing address of the limited partnership is 2001 S.W. 20th Street, Fort Lauderdale, Florida 33315.

5. The latest date on which the limited partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the sole General Partner of S & S GOLF ASSOCIATES, LTD., has executed the foregoing Certificate of Limited Partnership on this 15 day of DECEMBER, 2000 in accordance with Section 620.114 of the Florida Statutes.

**DELRAY GOLF CENTER, INC., a Florida
corporation, General Partner**

By: _____

SELVIN PASSEN, President

AFFIDAVIT

BEFORE ME, the undersigned, as an authorized representative of the sole general partner of **S & S GOLF ASSOCIATES, LTD.**, a Florida limited partnership (the "Partnership"), certifies as follows:

1. The initial Limited Partners of **S & S GOLF ASSOCIATES, LTD.** have contributed property valued at \$3,505,000 to the Partnership as their initial capital contributions to the Partnership.

2. The initial Limited Partners anticipate making no additional capital contributions other than the contributions stated above.

FURTHER AFFIANT SAYETH NAUGHT.

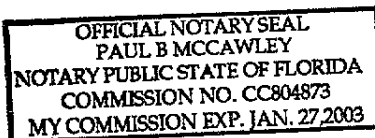
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

DELRAY GOLF CENTER, INC., a Florida corporation, General Partner

By: *Selvin Passen* ¹⁰
SELVIN PASSEN, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 15th day of December, 2000 by SELVIN PASSEN, who personally appeared before me, and ☒ is personally known to me or ☐ produced _____ as identification.

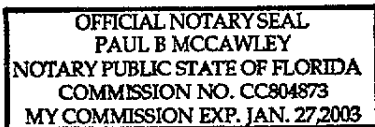


Notary: *Paul B. McCawley*
Print Name: Paul B. McCawley
Notary Public, State of: FLORIDA
My commission expires: 1/27/03

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

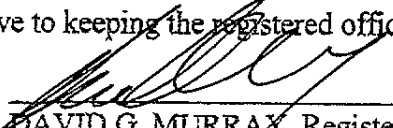
The foregoing instrument was acknowledged before me this 15 day of December, 2000 by SELVIN PASSEN, who personally appeared before me, and ☒ is personally known to me or ☐ produced _____ as identification.



Notary: Paul B. McCawley
Print Name: PAUL B. MCCAWLEY
Notary Public, State of: FLORIDA
My commission expires: 1/27/2003

Acceptance of Appointment of Registered Agent

Having been named the statutory registered agent of S & S GOLF ASSOCIATES, LTD., at the place designated in the foregoing Certificate of Limited Partnership of S & S GOLF ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



DAVID G. MURRAY, Registered AgentDate: 12/26/00

01 JAN -4 PM 4:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA