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Florida Department of State  
Division of Corporations  
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## To:

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

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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## FLORIDA LIMITED PARTNERSHIP

OLD CUTLER GOLF CLUB, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$1,785.00

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
OLD CUTLER GOLF CLUB, LTD.,  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620, Part I. of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Old Cutler Golf Club, Ltd., a Florida Limited Partnership.
2. The address of the office of the Partnership is 1000 Brickell Avenue, Suite 900, Miami, Florida 33131.
3. The names and address of the agent for service of process on the Partnership is Stephen L. Perrone, 1000 Brickell Avenue, Suite 920, Miami, Florida 33131.
4. The name and business address of the general partner is as follows:  
Old Cutler Golf Club, LLC, whose address is 1000 Brickell Avenue, Suite 900, Miami, Florida 33131. **LO1-3831**
5. The mailing address of the Partnership is 1000 Brickell Avenue, Suite 900, Miami, Florida 33131.
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.
7. The effective date of this Certificate of Limited Partnership shall be the date it is filed with the Florida Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by any one general partner.

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

IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by all of the general partners of Old Cutler Golf Club, Ltd., a Florida Limited Partnership, dated this 19<sup>th</sup> day of March, 2001.

General Partner:

Old Cutler Golf Club, LLC,

By: 

Joseph A. Heffernan,  
Managing Member

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting the general partner of **Old Cutler Golf Club, Ltd.**, a Florida Limited Partnership, certifies:

1. The undersigned is the Managing Member of Old Cutler Golf Club, LLC, a Florida Limited Liability Company, the General Partner of Old Cutler Golf Club, Ltd., a Florida Limited Partnership ("Partnership").
2. The undersigned knows of his own personal knowledge that the capital contributions of the limited partners and the amount of anticipated capital to be contributed by the limited partners to the Partnership is \$800,000.00

**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.

**OLD CUTLER GOLF CLUB, LLC**

General Partner

By: Joseph A. Heffernan  
Joseph A. Heffernan  
Managing Member  
March 19, 2001

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TALLAHASSEE, FLORIDA