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LARSEN & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW

RICHARD E. LARSEN*
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*ADMITTED IN FLORIDA AND ILLINOIS

March 27, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900003929759--4
-03/29/01--01084--004
*****87.50 *****87.50

Re: **Universal Resorts-Kissimmee Development, Ltd.**


Dear Sir or Madam:

I am enclosing herewith a Certificate of Limited Partnership and Affidavit (and one copy) for the above-named limited partnership for filing. In addition, a check in the amount of \$87.50 is enclosed, representing the following:

Filing fee:	\$ 52.50
Registered agent fee:	\$ <u>35.00</u>
Total:	\$ 87.50

Upon filing, please return the acknowledgment of filing to the undersigned.
Thank you for your attention to this matter.

Sincerely,


Lori J. Horchler
Paralegal

/ljh
Enclosures

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
UNIVERSAL RESORTS-KISSIMMEE DEVELOPMENT, LTD.**

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is **Universal Resorts-Kissimmee Development, Ltd.**
2. The character of the business intended to be transacted by the partnership to acquire, invest in, manage, operate, own and lease interests in real estate, including timeshare sales and resort operation.
3. The location of the principal place of business is to be at 1071A Universal Resorts Place, in the City of Kissimmee, Florida.
4. The name and place of residence of each general partner interested in the partnership are as follows:

Name
901-11627
Universal Resorts
International, Inc.

Place of Residence
1071A Universal Resorts Place
Kissimmee, Florida 34744

- (a) The name and place of residence of each limited partner interested in the partnership are as follows:

Name

Place of Residence

Jack Hardin

1071A Universal Resorts Place
Kissimmee, Florida 34744

5. The partnership will commence on the date of formation as specified in Section 1, and will continue to exist until the earliest of the following occurrences, on which date the partnership will be dissolved:

(a) The sale, expiration, abandonment or other disposition of all partnership assets.

(b) The day after the death, judgment of incompetency, judgment of bankruptcy, dissolution (except in connection with a merger, consolidation, sale of substantially all the assets followed by dissolution, or other corporate reorganization), withdrawal, or retirement of either general partner or removal of one general partner without removal of the other ("last remaining") general partner (any of which will hereinafter

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CLERK OF DISTRICT COURT
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be referred to as the "dissolving event" and the partner affected as the "terminated partner").

(c) The failure to elect a new general partner within 30 days after removal of all general partners or the last remaining general partner.

(d) Dissolution of the partnership by judicial decree or operation of law.

(e) Distribution of net profits in the total amount of \$30,000,000.00 among the general partners and limited partners in the proportion of to their respective partnership interests.

(f) On December 31, 2101.

6. The amount of cash and a description of, and the agreed value of, the other property contributed by each limited partner is as follows:

Jack Hardin	Right to use of property- \$6,000.00
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7. The additional contributions agreed to be made by each limited partner and the time at which and the event on the happening of which they shall be made are as follows:

There shall be no additional contributions.

8. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his or her contribution is as follows:

Jack Hardin	11%
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9. The general partners have the right to admit additional limited partners (issue limited partnership units) at their discretion up to the total authorized units as set forth in the Limited Partnership Agreement.

10. The address of the office of the limited partnership is 1071A Universal Resorts Place Kissimmee, Florida 34744. The agent for service of process is:

Richard E. Larsen
34 East Pine Street
Orlando, Florida 32801

11. The name and business address of each general partner interested in the

partnership are as follows:

Name	Business Address
Universal Resorts International, Inc. A Florida Corporation	1071A Universal Resorts Place Kissimmee, Florida 34744

12. The latest date upon which the limited partnership is to dissolve is December 31, 2101.

In witness, the undersigned have executed this certificate this 27th day of March, 2001.

General Partner:

[Signature]
Universal Resorts International, Inc.

By: [Signature]
Marion Moth, President

REGISTERED AGENT:

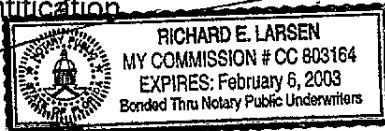
[Signature]
Richard E. Larsen

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of March, 2001 by Marion Moth who is personally known to me or produced as identification.

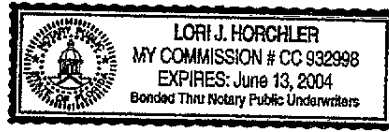
[Signature]
Notary Public
Stamp or Seal.



The foregoing instrument was acknowledged before me this 27th day of March, 2001 by Richard E. Larsen who is personally known to me or produced as identification.



Lori J. Horchler
Notary Public
Stamp or Seal:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 620, Florida Statutes.

Richard E. Larsen
Richard E. Larsen, Registered Agent

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NOTARY PUBLIC
PALM BEACH, FLORIDA

AFFIDAVIT

State of Florida
County of Orange

I, Marion Moth, on being duly sworn, state:

1. I am the President of Universal Resorts International, Inc., the General Partner of Universal Resorts-Kissimmee Development, Ltd., a limited partnership organized under the laws of the State of Florida.

2. The limited partnership's principal place of business in Florida is 1071A Universal Resorts Place, Kissimmee, Florida 34744.

3. The limited partner's contribution to the partnership is the right to use real property. This right to use is valued at \$6,000.00.

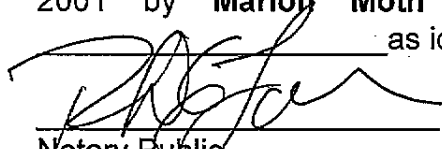
4. There are no additional contributions expected at this time.



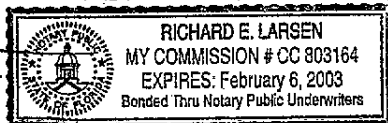
Marion Moth

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of March, 2001 by **Marion Moth** who is personally known to me or produced as identification and who took an oath.



Notary Public
Stamp or Seal:



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01 MAR 29 AM 8:34
TALLAHASSEE, FLORIDA