

**A01000000504**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
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**FLORIDA LIMITED PARTNERSHIP**

**Las Olas Grand, Ltd.**

Certificate of Status	1
Certified Copy	1
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01 APR 11 AM 10:25  
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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LAS OLAS GRAND, LTD.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. NAME. The name of the limited partnership ("Partnership") is LAS OLAS GRAND, LTD.
2. REGISTERED OFFICE. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 312 S.E. 17<sup>th</sup> Street, Suite 300, Fort Lauderdale, Florida 33316.
3. REGISTERED AGENT. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Charles L. Palmer, 312 S.E. 17<sup>th</sup> Street, Suite 300, Fort Lauderdale, Florida 33316.
4. NAME AND ADDRESS OF GENERAL PARTNER. The name and address of the General Partner is: SEA RANCH PROPERTIES, LLC, 312 S.E. 17<sup>th</sup> Street, Suite 300, Fort Lauderdale, Florida 33316. L01-5684
5. MAILING ADDRESS. The mailing address for the Partnership is 312 S.E. 17<sup>th</sup> Street, Suite 300, Fort Lauderdale, Florida 33316.
6. DISSOLUTION OF PARTNERSHIP. The latest date upon which the Partnership is to dissolve is December 31, 2051, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.
7. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partner.

IN WITNESS WHEREOF, the undersigned, being the General Partner of the Partnership, has duly executed this Certificate of Limited Partnership of Las Olas Grand, Ltd., this 10<sup>th</sup> day of April, 2001, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

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This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

SEA RANCH PROPERTIES, LLC, a  
Florida limited liability company

By:



Charles L. Palmer,  
Authorized signatory of the Members

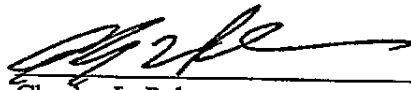
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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of LAS OLAS GRAND, LTD., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).



Charles L. Palmer

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
LAS OLAS GRAND, LTD.**

BEFORE ME, the undersigned, constituting the General Partner of LAS OLAS GRAND, LTD. ("Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership is in excess of \$250,000.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

SEA RANCH PROPERTIES, LLC, a Florida  
Limited liability company

By: \_\_\_\_\_

Charles L. Palmer,  
Authorized Signatory of the Members

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