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AMELIA ISLAND YACHT BASIN, LTD.**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), does hereby certify as follows:

1. **Name**. The name of the limited partnership is as follows:

AMELIA ISLAND YACHT BASIN, LTD.

2. **Address**. The mailing address for the limited partnership is as follows:

1200 Riverplace Boulevard, Suite 902
Jacksonville, Florida 32207

3. **Registered Agent**. The name and address of the limited partnership's (i) agent for service of process and office, required to be maintained by Section 620.119 of the Act, and (ii) registered agent and registered office, required to be maintained by Section 620.192 of the Act, is as follows:

Ben T. Franklin, Jr.
1200 Riverplace Boulevard, Suite 902
Jacksonville, Florida 32207

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

Amelia Island Yacht Basin, LLC
1200 Riverplace Boulevard, Suite 902
Jacksonville, Florida 32207

5. **Termination**. The latest date upon which the limited partnership is to dissolve is December 31, 2040.

6. **Capital Contributions**. An affidavit declaring the amount of the capital contributions of the limited partners and the maximum amount anticipated to be contributed by the limited partners is attached hereto.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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WHEREFORE, this Certificate has been executed by the General Partner of the limited partnership in accordance with Section 620.114 of the Act this 24th day of April, 2002.

AMELIA ISLAND YACHT BASIN, LLC

By: 

Daniel J. Gallagher
Its Member

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AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

The undersigned, being the general partner of **AMELIA ISLAND YACHT BASIN, LTD.** (the "Partnership"), a limited partnership being formed under the Florida Revised Uniform Limited Partnership Act (1986), Part 1, Chapter 620, Florida Statutes (the "Act"), after being duly sworn hereby declares pursuant to Section 620.108 of the Act, as follows:

2. That the amount of the capital contributions of the limited partners of the Partnership and the maximum amount anticipated to be contributed by the limited partners of the Partnership at the present time, is \$1,000.00.

3. That this Affidavit is being given pursuant to the requirements of Section 620.108 of the Act.

Dated: April 24th, 2002.

AMELIA ISLAND YACHT BASIN, LLC

By: [Signature]
Daniel J. Gallagher
Its Member

STATE OF FLORIDA

COUNTY OF DUVAL

24 The foregoing instrument was sworn to and subscribed before me this day of April 2002, by Daniel J. Gallagher, a Member of AMELIA ISLAND YACHT BASIN, LLC, a Florida limited liability company, on behalf of the Company. Daniel J. Gallagher is personally known to me or has produced his Florida driver's license as identification.



[Signature]
Notary Public, State of Florida
Print Name: BECKY MARIOTTI
My Commission Expires: _____
My Commission Number is: _____

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