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MCCAFFREY & RAIMI, P.A.

5811 Pelican Bay Boulevard • Suite 206-A • Naples, Florida 34108

(941) 514-2800 • (941) 514-2777 (fax)

elliott@moneylaw.com (e-mail)

www.moneylaw.com (web site)

April 30, 2002

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

Re: Riverwalk Hotel and Marina, Ltd.

To whom it may concern:

Please find enclosed a CERTIFICATE OF LIMITED PARTNERSHIP of and an AFFIDAVIT for Riverwalk Hotel and Marina, Ltd. together with a CHECK made out to the Florida Department Of State in the amount of One Thousand Seven Hundred Ninety-Three Dollars and Seventy-Four Cents (\$1,793.74). The acknowledgment of the filing of the Certificate should be addressed to Asa W. Candler, 4099 Tamiami Trail, North, Suite 305, Naples, Florida 34103.

Thank you for your kind assistance.

Sincerely,


Elliot D. Hoops

FILED
02 MAY -6 PM 4:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

Sarasota Office: 1800 Second Street • Suite 753 • Sarasota, Florida 34236
(941) 957-0733 • (941) 957-0449 (fax)
burt@moneylaw.com

CERTIFICATE OF LIMITED PARTNERSHIP

OF

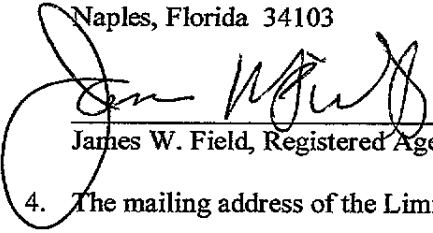
RIVERWALK HOTEL AND MARINA, LTD.

A Florida Limited Partnership

1. The name of the limited partnership is Riverwalk Hotel and Marina, Ltd.
2. The business address of the limited partnership is:

4099 Tamiami Trail, North, Suite 305
Naples, Florida 34103
3. The name and address of the resident agent for service of process on the limited partnership is:

James W. Field
4099 Tamiami Trail, North, Suite 305
Naples, Florida 34103


James W. Field, Registered Agent

4. The mailing address of the Limited Partnership is:

4099 Tamiami Trail North, Suite 305
Naples, Florida 34103

5. The latest date upon which the partnership shall dissolve is January 1, 2040.
6. The Name and Address of the General Partner is:

F.C.F. Development Co., L.L.C.
4099 Tamiami Trail, North, Suite 305,
Naples, Florida 34103

602-6666

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Under 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.

Signed this 15th day of April, 2002.

Sole General Partner

F.C.F. Development Co., L.L.C.

By:


James W. Field, Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of Riverwalk Hotel and Marina, Ltd., a Florida Limited Partnership, certifies:

The amount of the capital contributions to date of the limited partners is \$3,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$3,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing contents therefore and that the facts stated herein are true and correct.

General Partner:

F.C.F. Development Co., L.L.C.

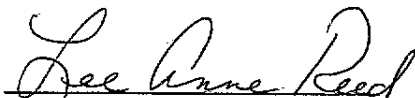
By: 

James W. Field, Member

Executed this date: April 15, 2002

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this date 4/15/02 by James W. Field, personally known to me, Member of F.C.F. Development Co., L.L.C., General Partner.


Notary Public, State of Florida

SEAL/STAMP

