

A02000001226



ACCOUNT NO. : 072100000032

REFERENCE : 739647 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 11, 2002

ORDER TIME : 11:17 AM

ORDER NO. : 739647-010

CUSTOMER NO: 81491A

CUSTOMER: Peter Holton, Esq
Jones Foster Johnston & Stubbs

505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

Please file and

DOMESTIC FILING

NAME: WOOLBRIGHT GOLF, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS: _____

02 SEP 11 PM 1:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 11 AM 11:48
RECEIVED
TALLAHASSEE, FLORIDA

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****787.50 ****787.50

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JK

**CERTIFICATE OF LIMITED PARTNERSHIP
OF WOOLBRIGHT GOLF, LTD.**

The name of the partnership is Woolbright Golf, Ltd.

The address of the Partnership's office is c/o Woolbright 8 Florida, Inc.,
4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

The name and address of the agent for service of process is Peter S.
Holton, Jones, Foster, Johnston & Stubbs, P.A., 505 South Flagler Drive, Suite 1100,
West Palm Beach, Florida 33401.

The name and business address of the general partner is Woolbright 8
Florida, Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

A mailing address for the Limited Partnership is c/o Woolbright 8 Florida,
Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

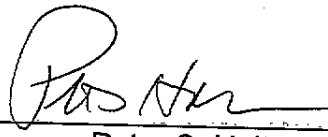
The Limited Partnership shall be formed as of the date of filing hereof.

The latest date upon which the Limited Partnership is to dissolve is
December 31, 2049.

This Certificate of Limited Partnership of Woolbright Golf, Ltd., has been
executed on the 10th day of September, 2002. By such execution, the general partner
whose signature is set forth below hereby affirms, under penalty of perjury, that the
facts stated herein are true.

GENERAL PARTNER:

WOOLBRIGHT 8 FLORIDA, INC.,
a Florida corporation

By: 
Name: Peter S. Holton
Its: Vice President

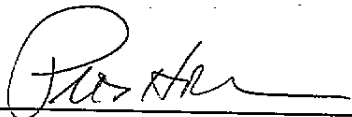
AFFIDAVIT

The undersigned, as general partner of Woolbright Golf, Ltd., pursuant to Section 620.108(1), *Florida Statute*, hereby attest to the following:

1. The Contribution of the initial limited partners of Woolbright Golf, Ltd., is \$100,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners of Woolbright Golf, Ltd. is \$100,000.00.
3. By its execution, the general partner whose signature is set forth below hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

Woolbright 8 Florida, Inc., a Florida corporation

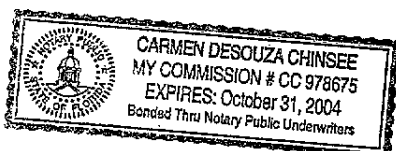
By: 
Name: Peter S. Holton
Title: Vice President

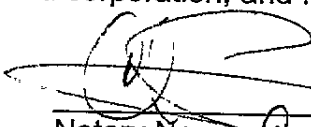
STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, the foregoing instrument was sworn to, subscribed and acknowledged before me this 10th day of September, 2002, by Peter S. Holton, as Vice President of Woolbright 8 Florida, Inc., a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, and he is personally known to me.

(Notary Seal)




Notary Name: Carmen D. Chinsee
Commission No.: 10/31/04

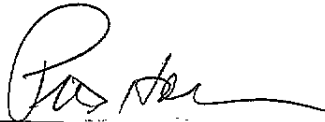
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WOOLBRIGHT GOLF, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has named Peter S. Holton, located at the Registered Office of the partnership at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.



Peter S. Holton, Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA