

FEB. 28 '03 (31) BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP TEL: (305) 374-7580 FAX: (305) 350-2446  
Division of Corporations Page 1 of 2

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From:  
Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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**FLORIDA LIMITED PARTNERSHIP**

**Keys Fort Myers Marina Associates, Ltd.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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03 MAR - 2 AM 7:58  
03 FEB 28 AM 8:32  
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DIVISION OF CORPORATIONS  
TREASURY OF STATE  
ALACHUA COUNTY, FLORIDA

FEB. -28' 03 (BRI) 16:36 BILZIN, SUMBERG, ET. AL

TEL:305-374-7593

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KEYS FORT MYERS MARINA ASSOCIATES, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is Keys Fort Myers Marina Associates, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

300 Alton Road, Suite 303  
Miami Beach, Florida 33139.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Keys Fort Myers Marina Associates GP, Inc.  
300 Alton Road, Suite 303  
Miami Beach, Florida 33139.

4. The name and business address of the sole general partner of the Limited Partnership is:

Keys Fort Myers Marina Associates GP, Inc.  
300 Alton Road, Suite 303  
Miami Beach, Florida 33139.

5. The mailing address for the Limited Partnership is:

300 Alton Road, Suite 303  
Miami Beach, Florida 33139.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

FILED  
03 FEB 28 AM 8:32  
STATE OF FLORIDA  
TALLAHASSEE

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 28<sup>th</sup> day of February, 2003.

KEYS FORT MYERS MARINA  
ASSOCIATES GP, INC., a Florida  
corporation

By:   
Robert W. Christoph, President

03 FEB 28 AM 8:32  
CLERK OF COURT  
ALACHUA COUNTY, FLORIDA

FILED

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of Keys Fort Myers Marina Associates GP, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Keys Fort Myers Marina Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: February 28<sup>th</sup>, 2003.

KEYS FORT MYERS MARINA  
ASSOCIATES GP, INC., a Florida  
corporation

By:   
Robert W. Christoph, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )


BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Robert W. Christoph, as President of Keys Fort Myers Marina Associates GP, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of Keys Fort Myers Marina Associates, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$980.00 of the total amount of \$980.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

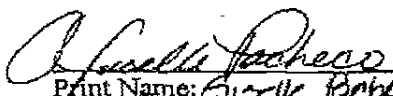
FURTHER AFFIANT SAYS NAUGHT.

  
Robert W. Christoph

4 THE FOREGOING INSTRUMENT was sworn to and subscribed before me this day of February, 2003, by Robert W. Christoph, as President of Keys Fort Myers Marina Associates GP, Inc., a Florida corporation, on behalf of such corporation. Such individual is personally known to me and did take an oath.

My Commission Expires:

[NOTARIAL SEAL]

  
Print Name: Giselle Pacheco  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_

V74182\18156\# 61162



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