

Sent by: STEARNS WEAVER

Division of Corporations

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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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FLORIDA LIMITED PARTNERSHIP

E.I.C. Resorts, Ltd.

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000301337 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
E.L.C. RESORTS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of E.L.C. Resorts, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
E.L.C. Resorts, Ltd.
2. The office and principal place of business for the Partnership currently is:
1952 Waddle Road
State College, Pennsylvania 16801
3. The name and address of the agent for service of process on the Partnership is:
Robert I. Weisler
150 West Flagler Street, Suite 2200
Miami, Florida 33130
4. The name and address of the sole General Partner of the Partnership is:
E.L.C. Resorts, LLC 603-40268
1952 Waddle Road
State College, Pennsylvania 16801
5. The mailing address of the Partnership is:
1952 Waddle Road
State College, Pennsylvania 16801
6. The latest date upon which the Partnership shall dissolve is December 31, 2023.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: October 21, 2003


E.I.C. RESORTS, LLC, a Florida limited liability company, its sole General Partner

By: 
Edward J. Lauth, III, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Robert L. Weissler hereby accepts his appointment as registered agent for E.I.C. Resorts, Ltd., a Florida limited partnership and states that he/she/it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: October 21, 2003


Robert L. Weissler, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF PENNSYLVANIA)
COUNTY OF Centre) SS:

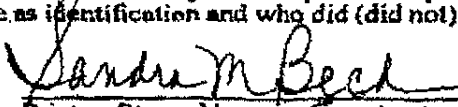
BEFORE ME, the undersigned authority, personally appeared Edward J. Lauth, III as Vice President of E.I.C. Resorts, LLC, a Florida limited liability company, as sole General Partner of E.I.C. Resorts, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$1,000.00.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

E.I.C. RESORTS, LLC, a Florida limited liability company

By: 
Edward J. Lauth, III, Vice President

The foregoing instrument was acknowledged before me this 21st day of October, 2003, by Edward J. Lauth, III as Vice President of E.I.C. Resorts, LLC, a Florida limited liability company, as sole General Partner of E.I.C. Resorts, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.


Print or Stamp Name: Sandra M. Beck
Notary Public, State of Pennsylvania at Large
Commission No.:
My Commission Expires: 12/4/2006

10/21/03 17:53:00 JFW:W

