

**AD4 000000469**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000062259 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305)371-2700  
Fax Number : (305)358-5744

FILED  
MAR 24 11 31 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 24 11 10 AM  
DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**  
**FC RESORT, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

Electronic Filing Menu

Corporate Filing

Public Access Help

1518597-0021  
ATTN: M. Wagoner

AD4-469  
AL

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FC RESORT, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.) as follows:

1. Name.

The name of the limited partnership is FC RESORT, LTD. (the "Partnership").

2. Registered Office.

The registered office of the Partnership in the State of Florida is FC Resort, Ltd., c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Mark J. Woodward, c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

4. General Partner.

The name and business address of the General Partner is as follows:

FC Resort, LLC  
c/o Gulf Bay Management, Inc.  
3470 Club Center Boulevard  
Naples, FL 34114-0816

MO2-3117

5. Mailing Address.

The mailing address of the Partnership is c/o Gulf Bay Management, Inc., 3470 Club Center Boulevard, Naples, FL 34114-0816.

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2030.

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

MAR 24 2004

FILED

Fax Audit No: H04000062259

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 25 day of March, 2004.

GENERAL PARTNER:

FC RESORI, LLC, a Delaware limited liability company

By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member

By: GBFC II, L.P., a Delaware limited partnership, its member

By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., Florida corporation, its general partner

By: Aubrey J. Ferrac  
Aubrey J. Ferrac, President

FILED  
MAR 24 04 3:11  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

FC RESORT, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410, as its initial Registered Office and has named Mark J. Woodward located at said address as its initial Registered Agent.

**GENERAL PARTNER:**

FC RESORT, LLC, a Delaware limited liability company

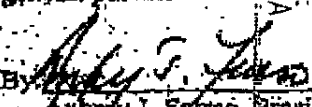
By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member.

By: GBFC II, L.P., a Delaware limited partnership, its member

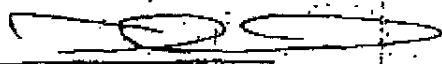
By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By:   
Aubrey J. Feirao, President

Having been named Registered Agent for the above stated limited partnership, as the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By:   
Mark J. Woodward,  
Registered Agent

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

03 MAR 24 09 51 12

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of FC RESORT, LTD., a Florida limited partnership upon penalty of perjury, certifies as follows:

- 1. The actual amount of capital contributions of the limited partners is \$19,000,000.00.
- 2. The total anticipated amount of the capital contributions of the limited partners is \$19,000,000.00.

This 18 day of March 2004.

FC RESORT, LLC, a Delaware limited liability company

By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member

By: GBFC II, L.P., a Delaware limited partnership, its member

By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: Aubrey J. Ferrao  
Aubrey J. Ferrao, President

FILED  
MAR 24 2004  
TALLAHASSEE, FLORIDA