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

From: Angelica M. Chiru  
Account Name : AKERMAN, SENTERFITT & BIDSON, P.A.  
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**FLORIDA LIMITED PARTNERSHIP**

**SH WILLISLE MARINA COMPANY, LTD.**

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FAX AUDIT No. H04000134910

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SH WILLISLE MARINA COMPANY, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

**I. Name**

The name of the limited partnership is **SH WILLISLE MARINA COMPANY, LTD.**

**II. Records of the Partnership**

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

450 East Las Olas Boulevard, Suite 1500  
Fort Lauderdale, Florida 33301

**III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

American Information Services, Inc.  
One S.E. 3rd Avenue, 28<sup>th</sup> Floor  
Miami, FL 33131

**IV. General Partner**

The name and business address of the general partner of the partnership is as follows:

SH WILLISLE MARINA COMPANY, LLC  
450 East Las Olas Boulevard, Suite 1500  
Fort Lauderdale, Florida 33301

**V. Mailing Address**

The mailing address of the partnership is as follows:

450 East Las Olas Boulevard, Suite 1500  
Fort Lauderdale, Florida 33301

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**VI. Dissolution**

The latest date on which the partnership is to dissolve is December 31, 2054, unless otherwise stipulated by the Partnership Agreement.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on June 16th, 2004.

**SH WILLISLE MARINA COMPANY, LLC,**  
a Florida limited liability company, as General Partner

By:   
Cris V. Branden, Vice President

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned constituting the general partner of SH WILLISLE MARINA COMPANY, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$ 100.00 .

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 11,000,000.00 .

Dated this 16<sup>th</sup> day of June, 2004.

FURTHER AFFIANT SAYETH NOT.

*Under the 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.*

**SH WILLISLE MARINA COMPANY, LLC,**  
a Florida limited liability company, as General Partner

By:   
Cris V. Branden, Vice President

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**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION**

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

In compliance with Section 620.105, Florida Statutes, the following is submitted:

SH WILLISLE MARINA COMPANY, LTD., with its place of business at 450 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, has named American Information Services, Inc., at One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

SH WILLISLE MARINA COMPANY, LLC  
a Florida limited liability company, as General Partner

By:   
Cris V. Branden, Vice President

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Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 16<sup>th</sup> day of June, 2004.

American Information Services, Inc.

By:   
Angelica M. Chiru  
Assistant Secretary