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J. BRYAN SEP - 2 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Will Pick Up

Walk-In

Blue Boy Residence Vil	la D'Este, 1	D. E. SEE FLORING
		ORIOGE.
	<u> </u>	Art of Inc. File
		LTD Partnership File
	:	Foreign Corp. File
		L.C. File
	:	Fictitious Name File
		Trade/Service Mark
		Merger File
		Art. of Amend. File
		RA Resignation
	:	Dissolution / Withdrawal
	1	Annual Report / Reinstatement
		Cert. Copy
	i	Photo Copy
	1	Certificate of Good Standing
		Certificate of Status
		Certificate of Fictitious Name
	1	Corp Record Search
		Officer Search
		Fictitious Search
Signature		Fictitious Owner Search
Signature		Vehicle Search
		Driving Record
Requested by: Name Date		UCC 1 or 3 File
	Time	UCC 11 Search
		UCC 11 Retrieval

Courier_

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BLUE BAY RESIDENCE VILLA D'ESTE, LTD.

Mark See Flows

The undersigned, desiring to form a Limited Partnership pursuant to F.S. Chapter 620, certifies as follows:

- 1. The name of the Partnership is Blue Bay Residence Villa D'Este, Ltd.
- 2. _ The character of the business intended to be transacted by the Partnership is any and all business permitted under the laws of the State of Florida.
- 3. The initial principal address of the limited partnership is 11912 Race Track Road, Tampa, Florida 33626.
- 4. The name and address of the agent for service of process are: Elise K. Winters, 133 North Fort Harrison Avenue, Clearwater, Florida 33755. The acceptance of designation is attached.

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- 5. _ The name and address of the general partner are as follows: Blue Bay Residences, LLC, a Florida Limited Liability Company, 11912 Race Track Road, Tampa, Florida 33626.
- 6. The name and address of the Limited Partner are as follows: Jean-Léo Gros, 20874 9th Avenue West, Cudjoe Key, Florida 33042.
- 7. The latest date upon which the limited partnership is to be dissolved is December 31, 2025.

Under 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.

IN WITNESS WHEREOF, the undersigned has executed this certificate on August 2004

BLUE BAY, RESIDENCE VILLA D'ESTE, LTD.

By: Blue Bay Residences, LDC, its general partner

By:

Jean-Léo Gros, Managing Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR

BLUE BAY RESIDENCE VILLA D'ESTE, LTD.

The undersigned, being the sole general partner of Blue Bay Residences, LLC, a Florida limited partnership, certifies:

- 1. The amount of contributions to date of the limited partner is \$895,000.00.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$895,000.00.

FURTHER AFFIANT SAYETH NOT.

Under 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.

IN WITNESS WHEREOF, the undersigned has executed this certificate on August (1, 2004)

BLUE BAY RESIDENCE VILLA D'ESTE, LTD.

: Blue Bay Residences, LLC, its general partner

By:

Jean-Léo Gros, Managing Member

2004 SEP - 2 PM 2: 33
2004 SEP - 2 PM 2: 33

ACKNOWLEDGMENT OF REGISTERED AGENT

OF

BLUE BAY RESIDENCE VILLA D'ESTE, LTD.

Having been named as registered agent and to accept service of process for the above-stated limited partnership at 133 North Fort Harrison Avenue, Clearwater, Florida 33755, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Elise K. Winters

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2004 SEP -2 PM 2: 33
2004 SEP -2 PM 2: 33

ACKNOWLEDGMENT OF REGISTERED AGENT

OF

BLUE BAY RESIDENCE VILLA D'ESTE, LTD.

Having been named as registered agent and to accept service of process for the above-stated limited partnership at 133 North Fort Harrison Avenue, Clearwater, Florida 33755, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Elise K. Winters

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UIVANION CORPORATIONS

AHASSEE, FLORIDA