

A 04000001812
11/17/04 18:15 Broad Cassel 958-285-1311 High Fax Page 1 of 2
Division of Corporations Page 1 of 1

Florida Department of State
Division of Corporations
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From: Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

SERENITY COVE & BEACH CLUB, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	06
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BOCA RATON, FLORIDA 33434
TELEPHONE: 561.483.7000
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Fax Audit Number: H04000229422 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**SERENITY COVE & BEACH CLUB, LTD.
a Florida limited partnership.**

The undersigned general partners, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is Serenity Cove & Beach Club, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is Housing Trust Group of Florida, L.L.C., 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
4. The names and business addresses of the general partners are as follows:
 Serenity Cove GP-SM, LLC, 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133
 Serenity Cove GP-RR, LLC 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133
 Serenity Cove Development Company, LLC, 3501 W. Commercial Blvd, Suite 38, Ft. Lauderdale, Florida 33313
5. The mailing address of the Partnership is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133.
6. The latest date upon which the Partnership will dissolve is December 31, 2034.

The execution of this certificate by the undersigned General Partners constitutes affirmation under the penalties of perjury that the facts stated herein are true. This Certificate of Limited Partnership has been executed by the General Partners of the Partnership this 17th day of November 2004.

GENERAL PARTNERS:

Serenity Cove Development Company, LLC, a
Florida limited liability company, general partner

By: [Signature]
Marvin Rappaport, Manager

Serenity Cove GP-SM, LLC, a Florida limited
liability company, general partner

By: _____
Stewart L. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited
liability company, general partner

By: _____
Kandy E. Rieger, Manager

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SERENITY COVE & BEACH CLUB, LTD.

a Florida limited partnership

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4. The names and business addresses of the general partners are as follows:
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 - Serenity Cove GP-RR, LLC 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133 - Lb4 0000 836 44
 - Serenity Cove Development Company, LLC, 3601 W. Commercial Blvd, Suite 38, Ft. Lauderdale, Florida 33313 - Lb4000043303
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6. The latest date upon which the Partnership will dissolve is December 31, 2034.

The execution of this certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true. This Certificate of Limited Partnership has been executed by the General Partners of the Partnership this 17th day of November, 2004.

GENERAL PARTNERS:

Serenity Cove Development Company, LLC, a
Florida limited liability company, general partner

By: Marvin Rappaport, Manager

Serenity Cove GP-SM, LLC, a Florida limited
liability company, general partner

By: Stewart I. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited
liability company, general partner

By: Randy E. Rieger, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Serenity Cove & Beach Club, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Housing Trust Group of Florida, L.L.C.,
Registered Agent

By: [Signature]
Name: Thomas J. DeSoto
Title: VP & CEO

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TALLAHASSEE, FLORIDA

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Fax Audit Number: H04000229422 3**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned general partners of Serenity Cove & Beach Club, Ltd., a Florida limited partnership, certify as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 17 day of November, 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned declare that they have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

Serenity Cove Development Company, LLC, a
Florida limited liability company, general
partner

By: 

Marvin Rapoport, Manager

Serenity Cove GP-SM, LLC, a Florida limited
liability company, general partner

By: _____

Stewart L. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited
liability company, general partner

By: _____

Randy E. Rieger, Manager

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Executed this 17 day of November, 2004.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned declare that they have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

Serenity Cove Development Company, LLC,
Florida limited liability company, general partner

By: Marvin Rappaport, Manager

Serenity Cove GP-SM, LLC, a Florida limited liability company, general partner

By: Stewart I. Marcus, Manager

Serenity Cove GP-RR, LLC, a Florida limited liability company, general partner

By: Randy E. Rieger, Manager

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AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. SERENITY COVE & BEACH CLUB, LLC (the "Company") has filed Articles of Organization with the Florida Division of Corporations;
2. A Florida limited partnership (the "Partnership") has requested the right to use the name "SERENITY COVE & BEACH CLUB, LTD.";
3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and
4. The Corporation hereby grants its consent and permission to the Partnership to use the name "SERENITY COVE & BEACH CLUB, LTD."


Marvin Rapoport, as Manager of
Serenity Cove & Beach Club, LLC

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