

NOV. 18. 2004 5:05 PM

CORPORATION SVC

NO. 749 P.

A04000000/829

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Florida Department of State

Division of Corporations
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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY / *SAC*
Account Number : I20000000195
Phone : (850) 521-1000
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FLORIDA LIMITED PARTNERSHIP

PIER 17 YACHT CLUB, LTD.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$148.75

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****PIER 17 YACHT CLUB, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of PIER 17 YACHT CLUB, 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:

PIER 17 YACHT CLUB, LTD

2. The office and principal place of business for the Partnership currently is:

4835 LBJ Freeway
Suite 210
Dallas, Texas 75244
Attention: Harry C. Sherman, III

3. The name and address of the agent for service of process on the Partnership is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

4. The name and address of the General Partner of the Partnership are:

PIER 17 YACHT CLUB GP, LLC
4835 LBJ Freeway
Suite 210
Dallas, Texas 75244
Attention: Harry C. Sherman, III
LOU-83658

5. The mailing address of the Partnership is:

4835 LBJ Freeway
Suite 210
Dallas, Texas 75244
Attention: Harry C. Sherman, III

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6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

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

DATED: Nov. 16, 2004

PIER 17 YACHT CLUB GP, LLC,
a Florida limited liability company

By:


Harry C. Sherman, III
Member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

NOV 19 10:14
CLERK OF COURT
STATE OF FLORIDA

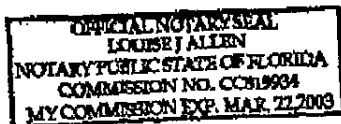
STATE OF Florida)
COUNTY OF Bay) SS:

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

PIER 17 YACHT CLUB GP, LLC,
a Florida limited liability company

By: [Signature]
Harry C. Sherman, III, Member

The foregoing instrument was acknowledged before me this 17th day of November, 2004 by Harry C. Sherman, III, as Member of Pier 17 Yacht Club GP, LLC, a Florida limited liability company, General Partner of Pier 17 Yacht Club, Ltd., a Florida limited partnership (the "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.



[Signature]
Print or Stamp Name: _____
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires: _____