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 TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP
ON THE BAY YACHT CLUB, LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name: On the Bay Yacht Club, Limited Partnership

2. Business Address:

801 Brickell Bay Drive, Suite 471
Miami, Florida 33131

3. Registered Agent:

Florida Corporate Services, LLC
3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

4. Mailing Address:

3006 Aviation Avenue, Suite 2A
Coconut Grove, Florida 33133

5. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2050

6. Name(s) of general partner(s):

A.M.M. FUND, LLC

LOS-8980

A.M.M. FUND, LLC

Alejandro Petkevich, as Managing Member

Under penalties of perjury I (we) declare have read foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27 day of January 2005..

Signature of all general partners:

A.M.M. FUND, LLC

Alejandro Petkevich, as Managing Member

SORDO & ASSOCIATES, P.A.

3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133 • Tel. 305.859.8107 • Facsimile 305.859.8108

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of On the Bay Yacht Club,
Limited Partnership, a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ 200.00.
2. The total amount contributed and anticipated to be contributed by the limited
partners at this time totals \$ 200.00.

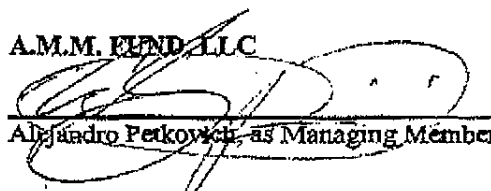
Signed this 27th day of January, 2005.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and
know the contents thereof and that the facts stated herein are true and correct.*

General Partner of On the Bay Yacht Club, Limited Partnership

A.M.M. FUND, LLC


Alejandro Petkovich, as Managing Member

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