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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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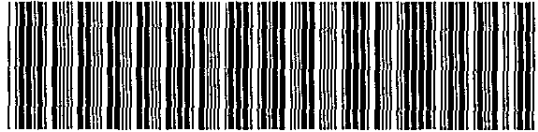
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BRADY FEB 10 2005

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WILLIAM E. LOUCKS
HARRY G. McCONNELL
FRANK J. YONG
Of Counsel

February 3, 2005

Via Federal Express

Secretary of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Water Club Partners, Ltd.

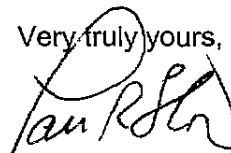
Dear Madam:

Enclosed for filing are the executed Certificate of Limited Partnership and Affidavit of Capital Contributions for the referenced limited partnership. When filed, please return three certified copies of each document, and in addition I also request 3 certificates confirming the active status of the limited partnership. Accordingly, a check is enclosed to cover the fees and expenses as follows:

Filing Fee	\$ 1,750.00
Registered Agent Fee	35.00
Three (3) certified copies at \$52.50 each	157.50
Three (3) active status certificates at \$8.75 each	+ 26.25
TOTAL	\$ 1,968.75

Thank you for your help concerning this matter, and please call if you have questions, comments or if anything further on my part is needed.

Very truly yours,


Larry R. Stout

Enclosures

cc: Mr. Rolf H. Gardey, w/enc.

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned Florida limited liability company, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is: Water Club Partners, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida, 32118.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Patricia S. Jenkins, 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida, 32118.

4. **Signature of Registered Agent to accept designation as Registered Agent for service of process:** Patricia S. Jenkins

5. **General Partner.** ^{#L01000014524} The name and business address of the General Partner in the Limited Partnership is Rolf H. Gardey, L.L.C., a Florida limited liability company, 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida 32118.

6. **Address of Partnership.** The mailing address of the Limited Partnership is 444 Seabreeze Blvd., Suite 600, Daytona Beach, Florida 32118.

7. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2055.

8. **Effective Date.** This certificate will become effective, and the Limited Partnership will be formed, on the date that this Certificate of Limited Partnership is filed with the Florida Department of State.

Signed this 2nd day of February, 2005.

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.

Rolf H. Gardey, L.L.C, a Florida limited liability company

By: Rolf H. Gardey
Rolf H. Gardey, Its Managing Member

As sole General Partner of
Water Club Partners, Ltd.

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

The undersigned Rolf H. Gardey, as Managing Member of Rolf H. Gardey, L.L.C., a Florida limited liability company, which is the sole General Partner of Water Club Partners, Ltd., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The amount of capital contributions to date of the Limited Partners is: \$ 00.00
2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals: \$990,000.00.

Signed this 2nd day of February, 2005.

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.

Rolf H. Gardey, L.L.C., a Florida limited liability company

By: [Signature]
Rolf H. Gardey, its Managing Member

As sole General Partner of
Water Club Partners, Ltd.

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