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Division of Corporations

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From:
Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
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05 JUL 13 PM 3:10
DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
HARBOR INN RESORT & YACHT CLUB, LTD.

05 JUL 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HARBOR INN RESORT & YACHT CLUB, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, Florida Statutes, and hereby states the following:

1. The name of the limited partnership is Harbor Inn Resort & Yacht Club, Ltd. (the "Partnership").
2. The address of the principal office and the mailing address of the Partnership is 6880 S.W. 44th Street, Suite 100, Miami, Florida 33155.
3. The name and street address of the general partner of the Partnership is Interdevco & Christopher Cos., LLC, a Florida limited liability company, 6880 S.W. 44th Street, Suite 100, Miami, Florida 33155. *L05-11403*
4. The name and street address of the registered agent for service of process on the Partnership in Florida is Patrick W. Ryskamp, 200 South Orange Avenue, Sarasota, Florida 34236.
5. The Partnership's existence shall begin at the date and time this Certificate of Limited Partnership is filed, as evidenced by the Department of State's date and time endorsement.
6. The latest date upon which the Partnership is to be dissolved is December 31, 2050.

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.

Signed this 13th day of July 2005.

GENERAL PARTNER:

INTERDEVCO & CHRISTOPHER COS.
LLC, a Florida limited liability company

By: *[Signature]*
John J. Quinn
As its Manager

By: *[Signature]*
Jose M. Surlol
As its Manager

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Having been named as registered agent for Harbor Inn Resort & Yacht Club, Ltd., a Florida limited 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.


Patrick W. Ryskamp
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
HARBOR INN RESORT & YACHT CLUB, LTD.**

The undersigned, the sole general partner of Harbor Inn Resort & Yacht Club, Ltd., a Florida Limited Partnership, certifies:

The amount of capital contributions of the limited partners to date is \$8,715,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$8,715,000.00.

Signed this 13th day of July 2005.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

INTERDEVCO & CHRISTOPHER COS.,
LLC, a Florida limited liability company

By: [Signature]
John J. Quinn
As its Manager

By: [Signature]
Jose M. Sando
As its Manager

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TALLAHASSEE, FLORIDA

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