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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Tierra Del Sol Resort (Phase 2) C.F.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

file 3<sup>12</sup>!

- ☒ Walk in    ☐ Pick up time    ☒ Photocopy    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☒ Foreign  
☒ Limited Partnership  
☒ Reinstatement  
☐ Trademark  
☐ Other

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP**

**TIERRA DEL SOL RESORT (PHASE 2), LTD.**

**FILED**  
05 DEC -5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and Section 620.108 of the Florida Statutes, the undersigned, being the sole general partner of TIERRA DEL SOL RESORT (PHASE 2), LTD., duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

**ARTICLE 1  
NAME**

The name of the limited partnership is TIERRA DEL SOL RESORT (PHASE 2), LTD.

**ARTICLE 2  
ADDRESS**

The business address of the limited partnership is 2462 Sand Lake Road, Orlando, Florida, 32809.

**ARTICLE 3  
REGISTERED AGENT**

The name of the registered agent for service of process is Malcolm J. Wright.

**ARTICLE 4  
ADDRESS OF REGISTERED AGENT**

The street address for the registered agent is 2462 Sand Lake Road, Orlando, Florida, 32809.

**ARTICLE 5  
MAILING ADDRESS**

The mailing address of the limited partnership is 2462 Sand Lake Road, Orlando, Florida, 32809.

**ARTICLE 6  
TERM**

The latest date upon which the limited partnership is to be dissolved is January 1, 2055.

**ARTICLE 7  
GENERAL PARTNER**

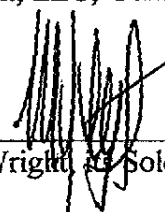
The name and business address of the sole general partner is as follows:

TDS Management, LLC  
2462 Sand Lake Road  
Orlando, Florida, 32809

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 15<sup>th</sup> day of September, 2005.


TDS Management, LLC, General Partner

By:   
Malcolm J. Wright, Sole Member

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 15<sup>th</sup> DAY OF SEPTEMBER, 2005.

  
Malcolm J. Wright, Registered Agent

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

*The undersigned constituting all of the general partners of*

TIERRA DEL SOL RESORT (PHASE 2), LTD.

*a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$ 1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

Signed this 1st day of December, 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.*

TDS Management, LLC, General Partner

By: 

General Partner  
Name: Alfred G. Smith, Esq.

Title: Authorized Representative of  
TDS Management, LLC