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From: BROAD AND CASSEL (ORLANDO)

390 N. ORANGE AVENUE

SUITE 1100

ORLANDO

FL 32801-0000 US

Contact Name: ACCOUNTS PAYABLE

Ph: (407)839-4200

Userid: I19980000090 Account: I19980000090 Sub-Account:

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Corporate Name: Manatee Club II, L.L.L.P.

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2007 APR -6 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GSH

**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
MANATEE CLUB II, L.L.L.P.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of MANATEE CLUB II, L.L.L.P. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MANATEE CLUB II, L.L.L.P. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The names and initial business address of the General Partner is:

✓ L07000036753

MANATEE CLUB II MANAGERS, L.L.C., a Florida limited liability company
329 N. Park Avenue, Suite 300
Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.
6. The Partnership hereby elects to be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the 6th day of April, 2007.

GENERAL PARTNER:

MANATEE CLUB II MANAGERS, L.L.C., a
Florida limited liability company

By: 

Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MANATEE CLUB II, L.L.L.P., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability limited partnership and states that it is familiar with and accepts its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: _____

Gloria E. Greiner, Vice PresidentDated this 5th day of April, 2007.**FILED****2007 APR -6 AM 10:07****SECRETARY OF STATE
TALLAHASSEE, FLORIDA**