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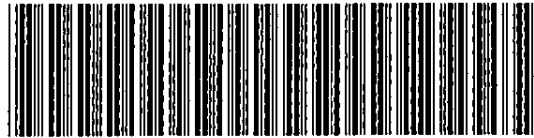
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February 10, 2012

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

SABRE CAY, L.P.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☒ Certified Copy

Need PLAIN Copy as evidence WITH separate certified copy

Type of Document

☒ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CERTIFICATE
OF
LIMITED PARTNERSHIP
SABRE CAY, L. P.

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Uniform Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Limited Partnership Agreement"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by §620.108 of the Florida Revised Uniform Limited Partnership Act.

ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is SABRE CAY, L. P..

ARTICLE 2
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: CHARLES M. KELLY, JR.	Street: 2390 Tamiami Trail North, Suite 204 City: Naples, Florida 34103
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The registered agent is an individual who is a resident of Naples, Collier County, Florida and whose business office is the same as the Partnership's registered office.

ARTICLE 3
PRINCIPAL OFFICE

The mailing address of the principal office in the United States where the records of the Partnership are to be maintained is:

c/o: 101 CONCORD ASSOCIATES, INC.	Street: 2390 Tamiami Trail North, Suite 204 City: Naples, Florida 34103
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The records maintained and to be maintained at this office are those prescribed by § 620.106 of the Florida Revised Uniform Limited Partnership Act.

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TALLAHASSEE, FLORIDA

ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER(S)

The names, the mailing addresses, and the street addresses of the business of the General Partner is:

101 CONCORD ASSOCIATES, INC.	Street: 2390 Tamiami Trail North, Suite 204 City: Naples, Florida 34103
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ARTICLE 5
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Uniform Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6
TERM OF THE LIMITED PARTNERSHIP

The term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of fifty (50) years from the date hereof. The Partnership may be terminated and dissolved at any time by vote of one hundred (100%) percent in interest of the Limited Partners to terminate and dissolve. The consent to dissolution shall not be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

ARTICLE 7
SUCCESSOR TO GENERAL PARTNER

The Limited Partnership Agreement provides: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within ninety (90) days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

TO BE DETERMINED BY A VOTE OF THE REMAINING PARTNERS	Street: 2390 Tamiami Trail North, Suite 204 City: Naples, Florida 34103
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The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable by reason of death, disability, absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

ARTICLE 8
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner(s), with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Agreement and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

- A. reflect the exercise by the General Partner of any of the powers granted to him under this Certificate;
- B. reflect any amendments made to the Agreement or this Certificate;
- C. reflect the admission or withdrawal of a General or Limited Partner; and
- D. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 9
AUTHORITY OF ANOTHER TO EXECUTE
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The Agreement of Limited Partnership of SABRE CAY, L. P. provides: In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

- A. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
- B. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and one hundred percent (100%) in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

ARTICLE 10
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

The Limited Partnership Agreement prohibits a sale or other transfer of a partnership interest without the consent of one hundred percent (100%) in interest of the Limited Partners. The following disclosures are and have been made in the Limited Partnership Agreement and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF SABRE CAY, L. P. HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION, OR WITH ANY STATE SECURITIES COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF SABRE CAY, L. P. HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF SABRE CAY, L. P. MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO SABRE CAY, L. P. .

ARTICLE 11
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that he/she is authorized to execute and file this Certificate for and on behalf of the SABRE CAY, L. P..

EXECUTED AS DUPLICATE ORIGINALS this 6 day of February, 2012.

101 CONCORD ASSOCIATES, INC.
General Partner

By: Robert W. McNitt
Name: ROBERT ^{W.} McNitt, ~~Manager~~ President

STATE OF COLORADO :
COUNTY OF Boulder : SS
DENVER :

BEFORE ME, the undersigned authority, on this day personally appeared ROBERT ^{W.} McNitt, a duly authorized officer of 101 CONCORD ASSOCIATES, INC., ☐ known to me to be the person whose name is subscribed to the foregoing instrument ☒ or who produced a drivers license as identification and has acknowledged to me that it executed the same for the purposes and considerations therein expressed and as the authorized representative of SABRE CAY, L. P..

GIVEN UNDER MY HAND and seal of office, this 16 day of ^{February} ~~January~~, 2012.

[Signature]
Notary Public

My Commission Expires: 3/10/15




ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for SABRE CAY, L. P., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Stat. § 620.192.

Dated this 7 day of February, 2012.

REGISTERED AGENT



CHARLES M. KELLY, JR.