



THE UNITED STATES
CORPORATION
COMPANY

A33084

ACCOUNT NO. : 072100000032

REFERENCE : 318961 6258A

AUTHORIZATION : Patricia Pzyto

COST LIMIT : \$ 157.50

ORDER DATE : April 4, 1997

ORDER TIME : 9:12 AM

ORDER NO. : 318961-005

CUSTOMER NO: 6258A

CUSTOMER: Ms. Jean A. Ryan
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC AMENDMENT FILING

NAME: O'MARA SUMMERLIN LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 PM 2:15

300002133500-1-8

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 PM 2:15

147A00018/56

RECEIVED
97 APR -4 AM 10:25
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
O'MARA SUMMERLIN LTD., A LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 620.109, Florida Statutes, O'MARA SUMMERLIN LTD., a Limited Partnership, whose certificate was filed with the Florida Department of State on June 19, 1992, adopts the following amendment and restatement to its certificate of limited partnership:

1. O'MARA LAND CORPORATION has resigned as General Partner.
2. FIRST INTERNATIONAL PROPERTY CORPORATION is the new General Partner.
3. The name of the Limited Partnership has been changed from O'MARA SUMMERLIN LTD., a Limited Partnership to S. SUMMERLIN LIMITED PARTNERSHIP, a Florida Limited Partnership.
4. The name and address of the agent for service of process has been changed from Michael M. O'Mara, 324 5th Avenue South, Naples, Florida 34102 to Martin M. Wasmer, President of FIRST INTERNATIONAL PROPERTY CORPORATION, as General Partner of S. SUMMERLIN LIMITED PARTNERSHIP, 600 Fifth Avenue South, Suite 210, Naples, Florida 34102. The principal office address and mailing address for the partnership is 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.
5. That the term for which the partnership is to exist is twenty (20) years from June 9, 1992.
6. That the character of the business shall be to engage in the improvement and development, and sale of real estate and to lease, operate and manage the same, and to make loans on real estate on a secured basis, including a second mortgage, mortgages, assignment, and any other documents and instruments necessary to carry out the foregoing purposes, to borrow money and to give mortgages and other security therefor, and to do all and everything necessary or proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection or benefit of this partnership, and in a general to carry on any lawful business necessary or incidental to the attainment of the objects, or purposes of this partnership.

7. This Amended and Restated Certificate of Limited Partnership shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Naples, Florida this 3rd day of April, 1997.

Witnessed By As to
General Partner

FIRST INTERNATIONAL PROPERTY
CORPORATION AS GENERAL PARTNER
FOR S. SUMMERLIN LIMITED PARTNERSHIP
f/k/a O'MARA SUMMERLIN LTD.,
a Limited Partnership

Laurie M. Weidgans
Print Name: Laurie M. Weidgans

Martin M. Wasmer
By: Martin M. Wasmer

Josephine M. Vicarello
Print Name: Josephine M. Vicarello

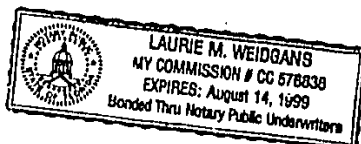
As: President of FIRST INTERNATIONAL
PROPERTY CORPORATION,
General Partner for S. SUMMERLIN
LIMITED PARTNERSHIP f/k/a
O'MARA SUMMERLIN LTD.,
a Limited Partnership

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MARTIN M. WASMER, as President of FIRST INTERNATIONAL PROPERTY CORPORATION, General Partner for S. SUMMERLIN LIMITED PARTNERSHIP f/k/a O'MARA SUMMERLIN LTD., a Limited Partnership, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Amended and Restated Certificate of Limited Partnership of O'MARA SUMMERLIN LTD., a Limited Partnership, and he acknowledged to me and before me that he executed as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3rd day of March April, 1997.

(Seal)



Laurie M. Weidgans
Notary Public
Print Name: Laurie M. Weidgans
My Commission Expires: 8-14-99

67 APR - 8 PM 2:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS
67 APR - 8 PM 2:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the State of Florida, S. SUMMERLIN LIMITED PARTNERSHIP, submits the following statement in order to change its registered officer or registered agent, or both, in the State of Florida.

1. The name of the limited partnership is:

S. SUMMERLIN LIMITED PARTNERSHIP f/k/a O'MARA SUMMERLIN LTD.,
a limited partnership.

2. The date of filing /registration in Florida.

June 19, 1992.

3. Document number assigned.

A33084.

4. The name and address of the present registered agent and office:

Michael M. O'Mara, 324 5th Avenue South, Naples, Florida 34102.

5. The name and address of the successor registered agent and office.:
(P.O. Box not Acceptable)

Martin M. Wasmer, President of FIRST INTERNATIONAL PROPERTY
CORPORATION, as General Partner of S. SUMMERLIN LIMITED
PARTNERSHIP f/k/a O'MARA SUMMERLIN LTD., a Limited
Partnership, 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.

Such change was authorized by the general partner.

SIGNATURE:

By: Martin M. Wasmer
Martin M. Wasmer

As: President of FIRST INTERNATIONAL
PROPERTY CORPORATION, General
Partner for S. SUMMERLIN LIMITED
PARTNERSHIP f/k/a O'MARA
SUMMERLIN LTD., a Limited Partnership

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED
PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION
AS REGISTERED AGENT.

SIGNATURE:

By: Martin M. Wasmer
Martin M. Wasmer

As: Registered Agent and President of
FIRST INTERNATIONAL PROPERTY
CORPORATION, General Partner for
S. SUMMERLIN LIMITED PARTNERSHIP
f/k/a O'MARA SUMMERLIN LTD., a
Limited Partnership

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -8 PM 2:15

4/8/97

1. Name of Limited Partnership S. SUMMERLIN LIMITED PARTNERSHIP f/k/a O'MARA SUMMERLIN LTD.		1a. DOCUMENT #	
2. Mailing Address 600 Fifth Avenue South Suite, Apt. #, etc. Suite 210 City & State Naples, Florida Zip Country 34102 Collier		2a. Principal Office Address 600 Fifth Avenue South Suite, Apt. #, etc. Suite 210 City & State Naples, Florida Zip Country 34102 Collier	
3. Date Formed or Registered June 19, 1992		3a. Date of Last Report Jan. 18, 1996	
4. State or Country of Formation Florida		5a. Capital Contributions as Shown on record \$1,200,000.00	
5b. Amount of Capital Contributions in FLORIDA to date \$1,200,000.00		6. FCI Number 65-0354532 <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable	
7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		8. Make check payable to Dept. of State (See reverse side for fees information)	

9. Name and Address of Current Registered Agent MICHAEL M. O'MARA 324 5th Avenue South Naples, FL 34102		10. If changed, new Registered Agent/Office Name MARTIN M. WASMER, President FIRST INTERNATIONAL PROPERTY CORPORATION Street Address (If O.R. Number is Not Acceptable) 600 Fifth Avenue South Suite, Apt. #, etc. Suite 210 City Naples, FL Zip Code 34102	
10a. Pursuant to the provisions of sections 620.1051 and 620.1052, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submit this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.1052, Florida Statutes.			
SIGNATURE (Registered Agent Accepting Appointment)		DATE 4/9/97	

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of each General Partner (If Not Use Post Office Box Number(s))	11b. City, State & Zip Code	11c. Registration Document Number
FIRST INTERNATIONAL PROPERTY CORPORATION	600 Fifth Avenue South, Suite 210	Naples, FL 34102	K08663

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemptions stated in Sections 119.07(1)(a) Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Sections 119.07(1)(a) in the event that the information supplied is determined to be false or misleading. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if I made it under oath. I further certify that I am a General Partner of the limited partnership, partner or member, empowered to execute this report as required by proper law. I understand that.

SIGNATURE Martin M. Wasmer DATE 4/9/97

CR2E003 (6/96)



A33084

ACCOUNT NO. : 072100000032

REFERENCE : 318961 6258A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 541.25

ORDER DATE : April 4, 1997

ORDER TIME : 3:48 PM

ORDER NO. : 318961-015

000002137190--1

CUSTOMER NO: 6258A

CUSTOMER: Ms. Jean A. Ryan
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 339407098

ANNUAL REPORT FILING

NAME: S. SUMMERLIN LIMITED
PARTNERSHIP

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

APC
4/8/97

FLORIDA STATE
SECRETARY OF
CORPORATIONS
97 APR -8 PM 2:15

RECEIVED
97 APR -3 PM 4:14
DIVISION OF CORPORATION