

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

csc networks

A95000000287

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 07210000032

REFERENCE : 550407 8878A

600001420986
-03/03/95--01038--017
***1837.50 ***1837.50

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 1, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 550487

CUSTOMER NO: 8878A

CUSTOMER: Wendy Roston, Legal Asst
PACKMAN NEUWAHL & ROSENBERG

Suite 125
1500 San Remo Avenue
Coral Gables, FL 33146

C. TAX _____
FILING _____
R. AGENT FEE 1750.00
C. COPY 35.00
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
55 MAR -1 AM 11:01

DOMESTIC FILING

NAME: BALLANTRAE VENTURES, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
55 MAR -1 AM 10:25
DIVISION OF CORPORATIONS

3/1/95
h/r

BALLANTRAE VENTURES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

SECRET
FILED
MAR 11 1995
FBI - TAMPA

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be BALLANTRAE VENTURES, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 5050 Hiatus Road, Sunrise, FL 33351. The name and address of the agent for service of process is James R. Davis, 5050 Hiatus Road, Sunrise, FL 33351.

4. The name and business address of the General Partner shall be as follows:

Ballantrae Country Club, Inc.
5050 Hiatus Road
Sunrise, Florida 33351

P94000046711

5. The mailing address for the Limited Partnership shall be as follows:

Ballantrae Ventures, Ltd.
5050 Hiatus Road
Sunrise, Florida 33351

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for a period of thirty (30) years thereafter, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the party hereto has executed this Certificate of Limited Partnership on the 28 day of FEBRUARY, 1995, effective upon filing same with the Florida Department of State.

BALLANTRAE VENTURES, LTD.

Ballantrae Country Club, Inc.,
General Partner

BY: _____

OTTO VITALE, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR - 1 AM 11:28

The foregoing instrument was acknowledged before me this day of FEBRUARY, 1995, by OTTO VITALE, President of Ballantrae Country Club, Inc., who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Pamela L. Wintle
Signature - NOTARY PUBLIC

PAMELA L. WINTLE
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC

Title

OFFICIAL NOTARY SEAL
PAMELA L. WINTLE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC407575
MY COMMISSION EXP. SEPT 15, 1998

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Ballantrae Ventures, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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.

REGISTERED AGENT

James R. Davis
JAMES R. DAVIS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared OTTO VITALE, President of Ballantrae Country Club, Inc., the solo General Partner of Ballantrae Ventures, Ltd., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$5,040,000. The total amount anticipated to be contributed by the limited partners at this time totals \$20,000,000.

The 18 day of FEBRUARY, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

BALLANTRAE VENTURES, LTD.

Ballantrae Country Club, Inc.,
General Partner

BY:

OTTO VITALE President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 18 day of FEBRUARY, 1995, by OTTO VITALE, President of Ballantrae Country Club, Inc., who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Pamela L. Wittle
Signature - NOTARY PUBLIC

PAMELA L. WITTLE
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC
Title

Commission Number

OFFICIAL NOTARY SEAL PAMELA L. WITTLE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC407575 COMMISSION EXPI. SEPT 15, 1998

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tandra Mathison
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 26 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1n. DOCUMENT #
A95000000287

BALLANTRAE VENTURES, LTD.

96-AR

CM

Mailing Address

5050 HIATUS ROAD
SUNRISE FL 33351

Principal Office Address

5050 HIATUS ROAD
SUNRISE FL 33351

2. New Mailing Address, if Applicable

State Apt # etc

11/04/96--01108--033

City, State & Zip

***576.25 ***576.25

2n. New Principal Office Address, if Applicable

State Apt # etc

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 03/01/1995

3n. Date of Last Report

4. State or Country of Formation

FL

5n. Capital Contributions as Shown
on Record

\$20,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$2,350,000.00

6. FEI Number

65-0561461

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

DAVIS, JAMES R
5050 HIATUS ROAD
SUNRISE FL 33351

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits 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 620.102, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

BALLANTRAE COUNTRY CLUB, INC

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

5050 HIATUS ROAD

11b. City, State & Zip Code

SUNRISE FL 33351

11c. Registration/
Document Number

P94000046711

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 exemption status in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. 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 made under oath. I further certify that I am a General Partner of a limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing Form

JAMES R. DAVIS

DATE

Telephone Number

12/21/95
954-572-2821