

A95000001164

Barkett, Rossway, Garavaglia & Moore

CHARTERED

ATTORNEYS AT LAW

755 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

407-231-4343

FAX: 407-234-5213

BRUCE D. BARKETT
CAVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, II**
BRADLEY W. ROSSWAY

PLEASE REPLY TO:

POST OFFICE BOX 3886
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

July 21, 1995

Division of Corporations
409 E. Gaines
Post Office Box 6327
Tallahassee, Florida 32301

800001549878
-08/01/95--01006--003
***1837.50 ***1837.50

Re: Spyglass Yachting, Ltd.

Dear Sir or Madam:

Enclosed please find original and two copies of Affidavit and Certificate of Limited Partnership for Spyglass Yachting, Ltd. Also enclosed is a check in the amount of \$1,785.00 to cover the filing and registered agent designation fees and a check in the amount of \$52.50 for a certified copy of the Affidavit and Certificate of Limited Partnership. Thank you.

Sincerely,



WILLIAM W. CALDWELL
For the Firm

WNC/mjw
Enclosures

8-1-95 AW
OC

FILED
805 JUL 31 PM 3 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPYGLASS YACHTING, LTD.**

FILED
DEC 31 1964
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A95000001164

The undersigned, as the General Partner of SPYGLASS YACHTING, LTD., a Florida Limited Partnership, hereby executes, swears to and acknowledges in this Certificate of Limited Partnership as follows:

1. The name of the Limited Partnership is SPYGLASS YACHTING, LTD.

2. The address of the Limited Partnership's registered office is 756 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the registered agent for the Limited Partnership at that address is William W. Caldwell.

3. The name and business address of the General Partner is as follows:

MOORINGS HARBOR, INC.
2125 Windward Way
Vero Beach, Florida 32963

4. The mailing address of the Limited Partnership is as follows:

SPYGLASS YACHTING, LTD.
2130 Spyglass Lane
Vero Beach, Florida 32963

5. The latest date upon which the Limited Partnership is to dissolve is thirty years from the date of this Certificate.

6. The amount of capital to be contributed to the Partnership by the Limited Partners thereof is \$1,028,388.07.

7. No further capital contributions by the Limited Partners of the Partnership are anticipated.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 17 day of July, 1995.

GENERAL PARTNER:

MOORINGS HARBOR, INC.,
a Florida corporation

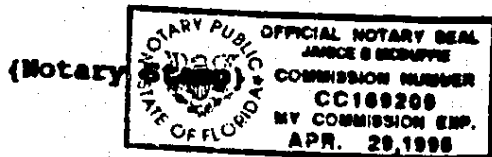
By: [Signature]
Donald C. Proctor
Its President

FILED
JUL 31 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 17 day of July, 1995, by DONALD C. PROCTOR, President of MOORINGS HARBOR, INC., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced (personally known) as identification.

[Signature]
Notary Public
Name: Janice B. McDuffie
Commission Number: CC189209
Commission Expiration: 4/29/96



ACCEPTANCE OF DESIGNATION

The undersigned, William W. Caldwell, hereby accepts the designation of himself as Registered Agent for the Limited Partnership and agrees to serve in compliance with all applicable Florida Statutes.

[Signature]
WILLIAM W. CALDWELL

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
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 18 PM 1:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

SPYGLASS YACHTING, LTD.

1a. DOCUMENT #
A95000001164

96-AB

CM

Mailing Address
2120 SPYGLASS LANE
VERO BEACH FL 32903

Principal Office Address
2120 SPYGLASS LANE
VERO BEACH FL 32903

2. New Mailing Address, if Applicable

Suite, Apt. #, etc 500 Azalea Lane

City, State & Zip Vero Beach, FL 32963

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc 2125 Windward Way

City, State & Zip Vero Beach, FL 32963

3. Date Formed or Registered to Do Business in
FLORIDA 07/31/1985

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$1,028,388.07

5b. Amount of Capital Contributions in
FLORIDA to date
\$1,028,388.07

6. FEI Number
65-0613117

Applied For 7. CERTIFICATE OF STATUS REQUIRED
Not Applicable

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

CALDWELL, WILLIAM W
796 BEACHLAND BLVD.
VERO BEACH FL 32903

10. If changed, new Registered Agent/Office

Name

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

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

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

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

MOORINGS HARBOR, INC.

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

2125 WINDWARD WAY

11b. City, State & Zip Code

VERO BEACH FL 32903

11c. Registration/
Document Number

388778

100001670471
-12/26/95--01045--003
****576.25 ****576.25

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 stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) 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 and name on the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIC NATURE

Donald C. Proctor, President

DATE

Telephone Number (407) 231-9771

Typed or Printed Name of General Partner Signing Form

CR2E003 (6/95)