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9/19/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000010459))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-

FAX: (904) 922-4000

CONTACT: ANNE MARIE LA FERLA
PHONE: (305) 764-6660
FAX: (305) 764-4996

((H95000010459))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: BOCA MARINA, LTD.

FAX AUDIT NUMBER: H95000010459

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/19/1995

TIME REQUESTED: 12:20:39

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$1,846.25

ACCOUNT NUMBER: 076077000521

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000010459))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 PM 4:18

95 SEP 19 01:03:10

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BOCA MARINA, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Boca Marina, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 350 West Camino Gardens Boulevard, Suite 303, Boca Raton, Florida, 33432.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Boca Developers, Inc., 350 West Camino Gardens Boulevard, Suite 303, Boca Raton, Florida, 33432.
4. The name and business address of the General Partner of the Partnership is as follows:

GENERAL PARTNER

Boca Developers, Inc.

BUSINESS ADDRESS

350 West Camino Gardens Boulevard
Suite 303
Boca Raton, Florida 33432.

5. A mailing address for the Partnership is as follows:

350 West Camino Gardens Boulevard
Suite 303
Boca Raton, Florida 33432

Prepared by: Joseph T. Ducanis, Esq., FL Bar #0857350
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:64411:1

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DIVISION OF CORPORATIONS
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Boca

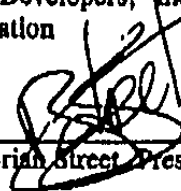
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6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 12 day of September, 1995.

GENERAL PARTNER:

Boca Developers, Inc., a Florida corporation

By: 

Brian Street, President

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Prepared by: Joseph T. Ducanis, Esq., FL Bar #0857350
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:84811:1

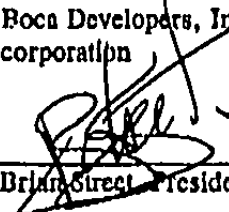
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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Boca Marina, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

Boca Developers, Inc., a Florida
corporation


Brian Street, President

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DIVISION OF CORPORATIONS
95 SEP 19 PM 4: 18

Prepared by: Joseph T. Ducanis, Esq., FL Bar #0857350
Ruden Barnett, Et al., P. O. Box 1900
Port Lauderdale, Florida 33301
(305) 764-6660

FTL:8/811:1

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AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
BOCA MARINA, LTD.

The undersigned, constituting the sole General Partner of Boca Marina, Ltd. ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partners' contributions to the Partnership total \$3,000,000.00 at this time and it is anticipated that future contributions of limited partners will total an additional \$13,000,000.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

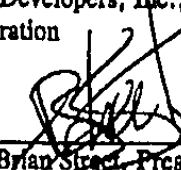
FURTHER AFFLIANT SAYETH NOT.

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

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DIVISION OF CORPORATIONS
95 SEP 19 PM 4:18

GENERAL PARTNER:

Boca Developers, Inc., a Florida corporation

By: 
Bryan Street, President

Prepared by: Joseph T. Ducanis, Esq., FL Bar #0857350
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:84811:1

H95000010459

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 27 AM 9:02

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001397

BOCA MARINA, LTD.

2. New Mailing Address of Applicant

350 WEST CAMINO GARDENS BLVD
SUITE 303
BOCA RATON FL 33432

350 WEST CAMINO GARDENS BLVD.
SUITE 303
BOCA RATON FL 33432

3. Date Partnership Registered in the State of Florida

FLORIDA
09/19/1995

3a. State of Incorporation

N/A

4. State or County of Formation

FL

5a. Capital Contributed in Cash

\$16,000,000.00

5b. Amount of Capital Contributed in Florida

\$16,000,000.00

6. Partnership

Approved For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$5.75 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 607.191, F.S.)
THE AMOUNT DUE SHALL BE PAID BY DEBIT \$138.75 (\$52.50 + \$138.75) AND BY CREDIT \$138.75 (\$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

BOCA DEVELOPERS, INC.
350 WEST CAMINO GARDENS BLVD.
SUITE 303
BOCA RATON FL 33432

10. If changing, new Registered Agent's Name

Name

Address (Post Box Location is Not Applicable)

State, Apt. # etc.

City

2000001764442

004701786--01040--007

444576.25 444576.25

FL

Zip Code

10a. Pursuant to the provisions of sections 607.191, F.S. and 607.192, F.S., 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 and registered agent, as both in the State of Florida. The change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the filing duties of section 607.192, F.S.

SIGNATURE (Registered Agent Acceptance Agreement)

DATE

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

11. Name of General Partner(s)

BOCA DEVELOPERS, INC.

11a. Address of Each General Partner

350 WEST CAMINO GARDE

11b. City, State & Zip Code

BOCA RATON FL 33432

11c. Registered Document Number

P95000068742

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

12. Signature of General Partner(s) (President)

SIGNATURE

Typed Name of General Partner Signing Form

(PRESIDENT)
BRINN STREET

3/22/96
(407) 354-4429