

A95000001668

1201 HAYS STREET

TALLAHASSEE, FL 323

904-221-0000

904-221-0000

800-742-8086



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

95 NOV -2 PM 12:22
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 723263 80349A

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 1,837.50

ORDER DATE : November 2, 1995

ORDER TIME : 11:36 AM

ORDER NO. : 723263

CUSTOMER NO: 80349A

CUSTOMER: J. Michael Hartenstine, Esq
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
P.o. Box 3258

Sarasota, FL 34236

300001626753

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -2 PM 1:46

DOMESTIC FILING

NAME: PALMGARDEN RESORT, LTD.

ARTICLES OF INCORPORATION

XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

 PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*R 05000004063
by some*

*11/2/95-
h/c*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 7, 1995

JENNIFER F. LUKAS
WILLIAMS, PARKER, HARRISON, ET AL.
1550 RINGLING BLVD.
SARASOTA, FL 34236

The name PALM GARDENS RESORT, LTD. has been reserved for 120 days beginning September 7, 1995. The reservation number is R95000004063 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 595A00041380

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALMGARDEN RESORT, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV -2 PM 1:46

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "Palmgarden Resort, Ltd."
2. The address of the office of the limited partnership is 3500 South Florida Avenue, Suite 2A, Lakeland, Florida 33803.
3. The name and address of the agent for service of process on the limited partnership is Transoceanic Holdings Corp. at 3500 South Florida Avenue, Suite 2A, Lakeland, Florida 33803.
4. The name and business address of the General Partner is:

Transoceanic Holdings Corp.
3500 South Florida Avenue, Suite 2A
Lakeland, Florida 33803

P 95-000081352
[Signature]
5. The mailing address of the limited partnership is 3500 South Florida Avenue, Suite 2A, Lakeland, Florida 33803.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2010.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Palmgarden Resort, Ltd., this the 20 day of October 1995.

TRANSOCEANIC HOLDINGS CORP., a Florida corporation

By: *[Signature]*
Uwe Kähler, Vice President

"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Palmgarden Resort, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

TRANSOCEANIC HOLDINGS CORP., a Florida
corporation

By: _____

Uwe Kähler, Vice President

"Registered Agent"

JLT/dcp-136755

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -2 PM 1:46

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Uwe Kähler, as Vice President of Transoceanic Holdings Corp., a Florida corporation, which is the General Partner of Palmgarden Resort, Ltd., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership of the Limited Partners is \$5000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$5,000,000.

FURTHER AFFIANT SAYETH NAUGHT.

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.



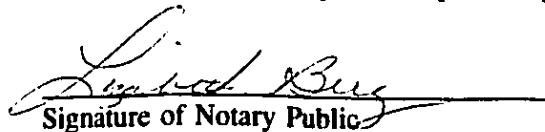
Uwe Kähler

SWORN TO AND SUBSCRIBED before me this 20th day of October 1995 by Uwe Kähler, who is personally known to me or who has produced _____ a s identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



OFFICIAL NOTARY SEAL
LIZABETH BENG
MY COMM. EXP. 10-4-98
No. CC 411584


Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

JLT/dcp-136759

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
55 NOV - 2 1995

FILE ON OR BEFORE DECEMBER 31, 1995 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$800 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northing
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC -4 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #

A95000001668

Palmgarden Resort, Ltd.

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

100001654361

City, State & Zip

-12/06/95--01051--009

****576.25 ****576.25

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

Principal Office Address

3500 South Florida Ave.
Ste. 2A
Lakeland, FL 33803

3500 South Florida Ave.
Ste. 2A
Lakeland, FL 33803

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA

11-2-95

3a. Date of Last Report

n/a

4. State or Country of Formation

Florida

5a. Capital Contributions as Shown
on Record

\$5,000,000

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

☒ Applied For
☐ Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

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

Transoceanic Holdings Corp.
3500 South Florida Ave., Suite 2A
Lakeland, FL 33803

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 as 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
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

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

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

11b. City, State & Zip Code

11c. Registration/
Document Number

Transoceanic Holdings Corp.

3500 S. Florida Ave.
Ste. 2A

Lakeland, FL 33803

P95000081352

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 shall have 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.

SIGNATURE

DATE

Nov 21, 95

Typed or Printed Name of General Partner Signing Form

Transoceanic Holdings Corp.

Telephone Number

941-644-9500

BY: Uwe Kahler, Vice President

CR2E003 (6-95)