

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001927



FILED STATIONS
SECRETARY OF CORPORATIONS
95 DEC 11 PM 4:21
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032
REFERENCE : 761123 4656A
AUTHORIZATION : *Patricia Pzyt*
COST LIMIT : \$ 210.00

ORDER DATE : December 11, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 761123

200001658922

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSMAN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: YACT CLUB AT PORTOFINO, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY -- 2 COPIES
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING -- 2 NEEDED

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

12/11/95
Bye

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95 DEC 11 PM 4:27
DIVISION OF REGISTRATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
YACHT CLUB AT PORTOFINO, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1990), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of YACHT CLUB AT PORTOFINO, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **YACHT CLUB AT PORTOFINO, LTD.**
2. The business address and the mailing address of the limited partnership is: **446 Collins Avenue, Miami Beach, Florida 33139.**
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

MARSHALL R. PASTERNAK

4. The Florida street address for the registered agent is:

**1221 Brickell Avenue
Miami, Florida 33131**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of YACHT CLUB AT PORTOFINO, LTD., at the place designated in this Certificate of Limited Partnership of YACHT CLUB AT PORTOFINO, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Marshall R. Pasternack, Registered Agent

Dated: December 8, 1995.

6. The name and business address of the general partner is as follows:

**PORTOFINO YACHT CLUB, INC.
446 Collins Avenue
Miami Beach, Florida 33139**

1995000093933

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 11 PM 4:21

7. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 8th day of December, 1995 in accordance with §620.114 of the Florida Statutes.

PORTOFINO YACHT CLUB, INC.,
Florida corporation, general partner


THOMAS KRAMER, President

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95DEC 11 PM 4:21

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of YACHT CLUB AT PORTOFINO, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$100.00
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under 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.

PORTOFINO YACHT CLUB, INC., a
Florida corporation, general partner


THOMAS KRAMER, President

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

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



**FLORIDA DEPARTMENT OF STATE
A95000001927
DIVISION OF CORPORATIONS**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 24 PM 3:07**

1. Name of Limited Partnership
1a. DOCUMENT #
A95000001927

YACHT CLUB AT PORTOFINO, LTD.

DO NOT WRITE IN THIS SPACE

Mailing Address
**446 Collins Avenue
Miami Beach, FL 33139**

Principal Office Address
(same)

2. New Mailing Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc. **100001701731**
City, State & Zip **-01/30/96--01102--003
*****191.25 *****191.25**

3. Date Formed or Registered to Do Business in FLORIDA
12/11/95

3a. Date of Last Report
N/A

4. State or Country of Formation
Florida

5a. Capital Contributors as Shown on Record
100.00

5b. Amount of Capital Contributions in FLORIDA to date
100.00

6. FEI Number
applied for

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: \$136.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$136.75) AND NO MORE THAN \$378.25 (\$437.50 + \$136.75)
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
**Marshall R. Pasternack
1221 Brickell Avenue
Miami, FL 33131**

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
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
Portofino Yacht Club, Inc.	446 Collins Ave.	Miami Beach, FL 33139	P95000093933
			100001701731 -01/30/96--01102--010 *****8.75 *****8.75

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 _____ Telephone Number **(305) 532-2519**
Typed or Printed Name of General Partner Signing Form _____

CR2E003 (6/95)



A95000001927

ACCOUNT NO. : 072100000032
REFERENCE : 255817 4303929
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 FEB 11 AM 11:49

ORDER DATE : February 11, 1997
ORDER TIME : 1:38 PM
ORDER NO. : 255817-175
CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

100002093631--5
-02/21/97--01001--007
****969.46 ****969.46

DOMESTIC AMENDMENT FILING

NAME: YACHT CLUB AT PORTOFINO, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

1. FILING 969.46
2. AGENT FEE
3. COPY
TOTAL 969.46
4. BANK
BALANCE DUE
RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

JK
2/18/97

RECEIVED
96 FEB 14 PM 3:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
97 FEB 11 AM 11:49
DIVISION OF CORPORATIONS

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of Yacht Club at Portofino, Ltd.

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 138,594

This 31 day of December, 19 96

FURTHER AFFIANT SAYETH NOT.

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

General Partner(s)

Portofino Yacht Club, Inc.

One South Pointe Drive

Miami Beach, FL 33139

Fee:
\$7 per \$1000, based on additional
contributions
Minimum \$ 20.00
Maximum \$175.00

Margaret Nee
Margaret Nee, VP



THE UNITED STATES
CORPORATION
COMPANY

A95000001927

ACCOUNT NO. : 072100000032

REFERENCE : 345416 4311473

AUTHORIZATION : *Patricia Piggot*

COST LIMIT : \$ 105.00

ORDER DATE : April 28, 1997

100002156161--7

ORDER TIME : 9:41 AM

ORDER NO. : 345416-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 1:33

DOMESTIC AMENDMENT FILING

NAME: YACHT CLUB AT PORTOFINO, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

4/28/97
BH

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97 APR 28 AM 10:43
DIVISION OF CORPORATION

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
YACHT CLUB AT PORTOFINO, LTD.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 APR 28 PM 1:33**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole General Partner of YACHT CLUB AT PORTOFINO, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is YACHT CLUB AT PORTOFINO, LTD.
2. The date of filing of the original Certificate of Limited Partnership was December 11, 1995 under Document #P95000001972.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the withdrawal of the general partner and the admission of a new general partner as indicated below:

NEW GENERAL PARTNER

TRG-YCP, LTD.
2828 Coral Way,
PH Suite
Miami, Florida 33145

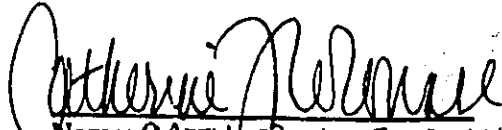
A 96000001267

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the withdrawing general partner and the new general partner have executed this Certificate of Amendment to Certificate of Limited Partnership on the 28 day of April, 1997 for the purposes herein expressed.

WITHDRAWING GENERAL PARTNER:

PORTOFINO YACHT CLUB, INC.
a Florida corporation,
general partner:

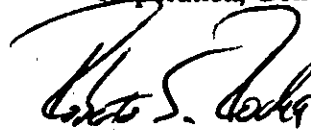


Name: CATHERINE F. COLONNESE
Title: ASST. SECRETARY

NEW GENERAL PARTNER:

TRG-YCP, LTD.
a Florida limited partnership,
general partner

By: TRG-YCP, Inc., a Florida
corporation, General Partner



Name: ROBERTO S. ROCHA
Title: VICE PRESIDENT

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 APR 28 PM 1:33