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STATE OF FLORIDA

215 N EOLA DR

409 EAST GAINES STREET

ORLANDO FL 32801- 401-6194000

TALLAHASSEE, FL 32399

CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000

PHONE: (407) 843-4600

FAX: (407) 423-4495

(((H96000002177))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: MARINER CLUB, LTD.

FAX AUDIT NUMBER: H96000002177

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1996

TIME REQUESTED: 13:50:35

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Division of Corporations

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Y:L D D K & R

2-15-96 13:20PM LOWNDES, DROSDICK-

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02/15/96 13:22 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1996

LOWNDES, DROSDICK, DOSTER, KANTOR & REED
ATTN: PATTIE M. CALLAHAN
215 N. ZOLA DR., P. O. BOX 2809
ORLANDO, FL 32802-2809

SUBJECT: MARINER CLUB, LTD.
REF: W96000003514

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

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**LOWNDES
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215 North Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
Telecopier (407) 423-4495

Attorneys at Law

**TELECOPY TRANSMITTAL
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DATE: February 14, 1996

TO: DEPARTMENT OF STATE

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TELECOPIER NO: (904) 922-4000 TELEPHONE NO: (904) 487-6900

FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO JAMES BALLETTA

TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600

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Thank you,

PATTI CORCORAN

CLIENT NO: 039090
STERLING PALMS, LTD./FORM

MATTER NO: 47445
ATTY NO: 39

H96000002177

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96 FEB 14 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, hereby makes, acknowledges and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be MARINER CLUB, LTD.

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 223 Wilmington West Chester Pike, Chadds Ford, Pennsylvania 19317 or at such other place or places as the General Partners shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

James Balletta, Esquire
215 North Eola Drive
Orlando, Florida 32801

4. **NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.**

Mariner Club, Inc. - P96000010848
223 Wilmington West Chester Pike
Chadds Ford, Pennsylvania 19317

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

Post Office Box 467
Concordville, Pennsylvania 19331

This document was prepared by:
James Balletta, Esq.

Florida Bar Number: 443050
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

250505/CALLAHPM

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6. **TERM.** The partnership shall be dissolved on March 1, 2036 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 13th day of February, 1996.

GENERAL PARTNER

MARINER CLUB, INC., a Florida
corporation

Thomas V. Spano, President

STATE OF Pa
COUNTY OF Alle

BEFORE ME, the undersigned authority, personally appeared Thomas V. Spano, President of Mariner Club, Inc., General Partner of Mariner Club, Ltd., known to me to be the person who executed the foregoing Certificate of Limited Partnership and who acknowledged before me that he executed the Certificate of Limited Partnership for the purposes therein stated. In witness whereof, I have hereunto set my hand and seal this 13 day of February, 1996. He is personally known to me.

I Sworn to and subscribed before me
this 13 day of Feb 19 96

Donna A. Franzini
Notary Public
My Commission Expires: 5/10/99

NOTARIAL SEAL
DONNA A. FRANZINI, Notary Public
Birmingham Twp., Delaware County
My Commission Expires May 10, 1999

H9600000217

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the ~~Limited Partners of MARINER CLUB, LTD.~~ ^{MARINER CLUB, LTD.} are \$990.00. The anticipated amount of additional contributions at this time is \$0.

Under certain circumstances the Limited Partners may be required in the future to make additional capital contributions to the Partnership.

SWORN AND SUBSCRIBED as of the 13th day of February, 1996.

Sworn and subscribed to
before me by Thomas V. Spano,
President of Mariner Club,
Inc., General Partner of
Mariner Club, Ltd.
this 13 day of February,
1996. He is personally
known to me.

Donna A. Franzini
Notary Public
My Commission Expires: 5/10/99

NOTARIAL SEAL
DONNA A. FRANZINI, Notary Public
Birmingham Twp., Delaware County
My Commission Expires May 10, 1999

GENERAL PARTNER:

MARINER CLUB, INC.

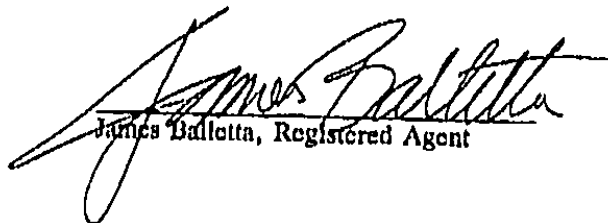

Thomas V. Spano, President

H96000002177

ACCEPTANCE OF REGISTERED AGENT

TITLE UNDERSIGNED, accepts his designation as Registered Agent for MARINER CLUB, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

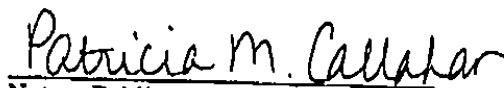
EXECUTED this 3rd day of February, 1996.


James Balletta, Registered Agent

**STATE OF FLORIDA)
COUNTY OF ORANGE)**

BEFORE ME, the undersigned authority, personally appeared James Balletta known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of February, 1996.


Notary Public
My Commission Expires:



PATRICIA M. CALLAHAN
MY COMMISSION # CO 179054 EXPIRES
March 17, 1996
BONDED TRULY TRUST INSURANCE, INC.