

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 103 Tallahassee, FL 32301 (904) 224-8870
 Mailing Address: Post Office Box 303 Tallahassee, FL 32302
 TOLL FREE No. 1-800-344-8002
 FAX (904) 224-1212

A96000000517

of _____ No. 52626
 RE: Ocean Resorts Limited

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MK 3/18/96

G. TAX _____
 FILING _____ 17.50.00
 R. AGENT FEE _____ 35.00
 C. COPY _____
 TOTAL _____ 17.85.00
 N. BARR _____
 BALANCE DUE _____
 2513610

<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input checked="" type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Coll.-Copy (C) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S- _____	100001751594	03/21/96-01017-006
<input type="checkbox"/> Fictitious Name File	***1750.00	***1750.00
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Financial Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
Phone () _____	100001751594	03/21/96-01017-007
<input type="checkbox"/> Top Priority	****35.00	****35.00
<input type="checkbox"/> Express Mail Prep.		
FAX () _____ pgs.		

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 MAR 18 PM 3:38

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____ TIME _____ CK No. _____
 BY MC

WALK-IN Will Pick Up 3/18 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OCEAN RESORTS LIMITED

A Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 3:38

The undersigned, after being duly authorized to act as Corporate General Partner does hereby certify that an Agreement was made effective the 15th day of March, 1996, at 33920 U.S. Highway 19 North, Suite 269, Palm Harbor, Pinellas County, Florida 34684 by BEACH RESORT MANAGEMENT, INC. (a Florida Corporation) as and hereinafter referred to as "General Partner" and the Limited Partner(s) to form a Florida Limited Partnership.

W I T N E S S E T H

The General and Limited Partners (as those terms are defined herein and/or in the OCEAN RESORTS LIMITED PARTNERSHIP AGREEMENT executed on the 15th day of March 1996) formed a Limited Partnership pursuant to the provisions of Section 620.101 et. seq. of the Florida Revised Uniform Limited Partnership Act (1995), as amended, and execute and cause to be filed this certificate as required by Sections 620.108, 620.114, and 620.116 of the above referenced Act.

1. Name. The name of the Limited Partnership is OCEAN RESORTS LIMITED
2. Address of Office Where Records are Kept. The address of the office where records are maintained pursuant to Section 620.106 is 5626 - 57th Avenue North, St. Petersburg, Florida 33709.

3. Name and Address of Registered Agent. The name and address for the agent for service of process is BEACH RESORT MANAGEMENT, INC. a Florida corporation.

4. Name and Business Address of General Partner. The name and business address of the General Partner is BEACH RESORT MANAGEMENT, INC. where business address is set forth in paragraph 2 above. BEACH RESORT MANAGEMENT, INC. was registered with the Florida Secretary of State effective March 7, 1996 under document number P96000021355.

5. Mailing Address. The mailing address of this limited partnership is 5626 - 57th Avenue North, St. Petersburg, Florida 33709.

6. Term. The Limited Partnership shall begin on the date the Certificate of Limited Partnership is filed with the Department of State, and shall continue unless dissolved by law or agreement of the parties hereto or unless extended by a majority agreement of the Partners.

REGISTERED AGENT:

BEACH RESORT MANAGEMENT, INC.

By: Cynthia M. Iskander Pres.
Cynthia M. Iskander, Its President

GENERAL PARTNER:
BEACH RESORT MANAGEMENT, INC

By: Cynthia M. Iskander Pres.
Cynthia M. Iskander, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 18 PM 2:38

AFFIDAVIT OF GENERAL PARTNER

OF

BEACH RESORT MANAGEMENT, INC

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 18 PM 3:39

The Undersigned, being the General Partner of the above-named Limited Partnership, having been duly sworn, does hereby state as follows:

1. That the Undersigned is the General Partner of the above-named Limited Partnership.

2. That the total contributions of the General and Limited Partners in the above-named Limited Partnership is;

General Partner - \$50,000.00

Limited Partner - Stock and securities valued in excess of \$250,000.

3. ^{*Maximum value of property contributed by limited partners not in excess of 2 million dollars.} No additional contribution by the General or Limited Partners is anticipated.

DATED the 15 day of March, 1996.

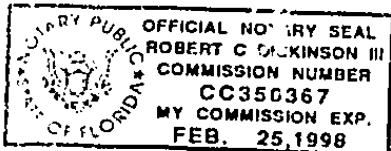
GENERAL PARTNER:

BEACH RESORT MANAGEMENT, INC.

By Cynthia M. Iskander Pres.
Cynthia M. Iskander, President

State of Florida
County of Pinellas

Sworn to and subscribed before me this 15 day of March, 1996 by Cynthia M. Iskander as President of BEACH RESORT MANAGEMENT, INC. who has produced Maryland Pk. 4-150-137-555-967 as identification or who is personally known to me.



Robert C. Dickinson III
Notary Signature
Notary Name Printed
My Commission Expires: