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A96000000570

200001757552
-03/26/96--01085--014
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CI CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

FILED
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Boardwalk Regency, Ltd.

200001757552
-03/26/96--01085--013
***1785.00 ***1785.00

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merger
- Mark

- Limited Partnership
- Reinstatement
- Annual Report
- Reservation
- Other
- Change of R.A.
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CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. Boardwalk Regency, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")


2. 1150 First Avenue Suite 900 King of Prussia, PA 19406
(The Business Address of Limited Partnership)

3. CT CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

4. c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324
(Florida Street Address for Registered Agent)

5. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM


(Officer Must Sign on This Line)

Domenic A. Borriello - Assistant Secretary
(Type Name and Title of Officer)

6. 1150 First Avenue Suite 900 King of Prussia, PA 19406
(The Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is 12/31/2065.

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DIVISION OF CORPORATIONS
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(Cont'd)

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Resort Management, Inc.

1150 First Avenue Suite 900

King of Prussia, PA 19406

F96.000001480

Signed this 18th day of March, 1996
Signature of all general partners:



General Partner
Thomas F. Flatley, President
Resort Management, Inc.

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

Boardwalk Regency, Ltd., a Florida Limited Partnership, certify as follows:


The amount of capital contributions to date of the limited partners is \$ 900,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 900,000.00.

This 18th day of March, 19 96.

FURTHER AFFIANT SAYETH NOT.

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



General Partner
Thomas F. Flatley, President
Resort Management, Inc.

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL 25 PM 2:13

Boardwalk Regency, Ltd

R46000002617

Changed name to:

Daytona Beach Regency, Ltd

400001503294
-07/30/96--01107--019
*****52.50 *****52.50

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

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Boardwalk Regency, Ltd.
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109 Florida Statutes, this Florida limited partnership hereby submits this certificate of amendment to its limited partnership certificate:

The filing date for the certificate of limited partnership was 3/20/96.

The amendment to the certificate of limited partnership is as follows:
1. The name of the limited partnership is: Daytona Beach Regency, Ltd.

The occurrence of the event or events, if any, regarding an amendment to be filed is as follows:
Change of name of Limited Partnership to Daytona Beach Regency, Ltd.

<p><u><i>Thomas F. Flatley</i></u> (Signature of a General Partner)</p> <p>Resort Management, Inc. By: Thomas F. Flatley, President</p> <p>_____ (Typed or printed name of General Partner)</p>	<p><u>Not Applicable</u> (Signature of new General Partner)</p> <p>_____ (Typed or printed name of new General Partner)</p>
---	---

<p>_____ (Signature of new General Partner)</p> <p>_____ (Typed or printed name of new General Partner)</p>	<p>_____ (Signature of new General Partner)</p> <p>_____ (Typed or printed name of new General Partner)</p>
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STATE OF PENNSYLVANIA
COUNTY OF MONTGOMERY

On this 23rd day of July, 19 96, Thomas F. Flatley personally appeared before me,

who is personally known to me to be the President of Resort Management, Inc.
 whose identity I proved on the basis of

Michelle A Borzor
(Notary Public Signature)
Michelle A Borzor
(Notary's Printed Name)

Seal

My Commission Expires: 9/30/99
Notarial Seal
Michelle A. Borzor, Notary Public
Upper Merion Twp., Montgomery County
My Commission Expires Sept. 20, 1999
Member, Pennsylvania Association of Notaries