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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

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JACKSONVILLE, FLORIDA 32202-5059

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EDWARD C AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D AKEL  
H LEON HOLBROOK, III  
JOHN R STIEFEL JR  
THOMAS R RAY

TELEPHONE  
(904) 386-6311

FACSIMILE  
(904) 386-7330

April 30, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

44 JUN 11 11 11 AM '96  
11/10/96 11:10 AM  
\*\*\*1,837.50 \*\*\*1,837.50

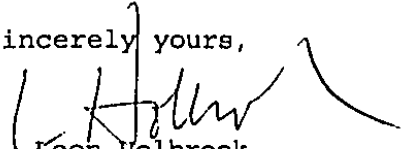
Re: Golf America Properties, Ltd. Partnership

Dear Sirs:

Enclosed for filing is a Certificate of Limited Partnership of Golf America Properties, Ltd. together with an Affidavit of Capital Contribution. In addition, we are enclosing our check in the amount of \$1,837.50 covering your filing fee of \$1,750.00, \$52.50 for a certified copy and \$35.00 fee for the Registered Agent.

If you have any questions, please call me.

Sincerely yours,

  
H. Leon Holbrook

HLH/leo  
Enclosures

cc: Mr. Ron Quinn

FILED  
95 MAY -7 PM 2:33  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF  
GOLF AMERICA PROPERTIES, LTD.

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In accordance with Chapter 620 of the Florida Statutes, the undersigned general partner enters into this Certificate of Limited Partnership to form a limited partnership and state as follows:

1. The name of the limited partnership is GOLF AMERICA PROPERTIES, LTD.

2. The address of the office and the name of the agent for service of process as required to be maintained by Section 620.105 of the Florida Statutes are H. Leon Holbrook, One Independent Drive, Suite 2301, Jacksonville, Florida 32202

3. The name and the business address of each general partner is:

Ron W. Quinn  
1136 First Street South  
Winter Haven, FL 33880

Mary Lou Quinn  
1136 First Street South  
Winter Haven, FL 33880

4. The principal place of business and mailing address for the limited partnership is 1136 First Street South, Winter Haven, Florida 33880.

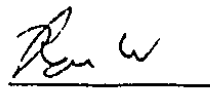
5. The latest date upon which the limited partnership is to dissolve is December 31, 2020.

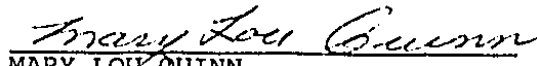
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TALLAHASSEE, FLORIDA

6. An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners accompanies this Certificate of Limited Partnership.

7. The effective date of the limited partnership shall be the date it is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the general partners have signed this Certificate of Limited Partnership on the date acknowledged below.

  
RON W. QUINN

  
MARY LOU QUINN

FILED  
MAY - 7 PM 2:33  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

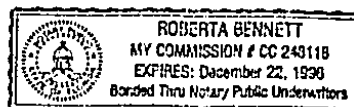
The foregoing instrument was acknowledged before me this 29th day of April, 1996, by RON W. QUINN, who is personally known to me or who has produced a Florida driver's license as identification.

CP 500-739-42-42-0

  
Notary Public, State and  
County Aforesaid

My Commission Expires: 12.22.96

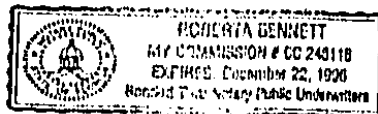
(Notary Public)



STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this  
21<sup>st</sup> day of April, 1996, by MARY LOU QUINN, who is  
personally known to me or who has produced a Florida driver's  
license as identification.

Roberta Bennett  
Notary Public, State and  
County Aforesaid



My Commission Expires  
(Notary Public)

FILED  
95 MAY -7 PM 2:33  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, H. Leon Holbrook, a practicing attorney  
in Duval County, Florida, and a resident of Duval County, Florida,  
hereby accepts appointment as Resident Agent for Golf America  
Properties, Ltd. this 30<sup>th</sup> day of April, 1996.

H. Leon Holbrook  
H. LEON HOLBROOK

AFFIDAVIT OF CAPITAL CONTRIBUTION OF  
GOLF AMERICA PROPERTIES, LTD.

The undersigned general partners declares under oath that the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners of Golf America Properties, Ltd., a Florida limited partnership, is \$750,000.00.

Ron W. Quinn  
RON W. QUINN

Mary Lou Quinn  
MARY LOU QUINN

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36 MAY - 1 PM 2:33  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

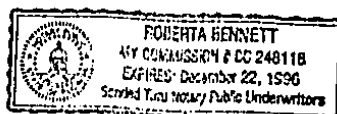
The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 1996, 1996, by RON W. QUINN, who is personally known to me or who has produced a Florida driver's license as identification.

Q 500-739-42-402-0

Roberta Bennett  
Notary Public, State and  
County Aforesaid

My Commission Expires: 12-22-96

(Notary Public)



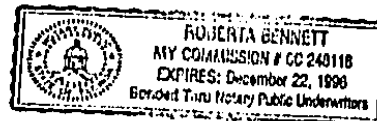
STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this  
24<sup>th</sup> day of April, 1996, by MARY LOU QUINN, who is  
personally known to me or who has produced a Florida driver's  
license as identification.  
Q 500-581-43-245-0

Roberta Bennett  
Notary Public, State and  
County Aforesaid

My Commission Expires: 12-22-96

(Notary Public)



FILED  
95 MAY -7 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A96000000856

**Golf America Properties, Ltd.**

1136 First Street South  
Winter Haven, FL 33880

March 17, 1997

Florida Department of State  
Sandra Mortham, Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

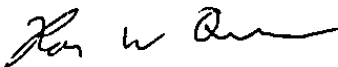
Re: Limited Partnership Annual Report 1997 ✓  
Golf America Properties, Ltd. ✓

Please be informed that the Federal Identification Number shown on the above mentioned report is inaccurate and should be changed to:

# 59-3376782 ✓

Please call # 941-294-1275 if you need more information.

Respectfully,



Ron W. Quinn,  
General Partner

*Det*  
3/21/97

✓