

6/04/96

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000FROM: HALLEY, FEINBERG & HAMES, P.A.
390 N ORANGE AVE
P. O. BOX 3829
ORLANDO FL 32802-3829
CONTACT: MS. ROSE MARIE WALLACE
PHONE: (407) 426-2360
FAX: (407) 426-2361

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DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: HEATHROW GOLF COMPANY LIMITED PARTNERSHIP
FAX AUDIT NUMBER: H96000007821
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 14 1996 PM 3:53

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HEATHROW GOLF COMPANY LIMITED PARTNERSHIP**

We, the undersigned, desiring to form a partnership pursuant to the Florida Uniform Limited Partnership Act as set forth in Sections 620.101 et. seq. of the Florida Statutes do hereby certify that:

A. The name of the limited partnership is **HEATHROW GOLF COMPANY LIMITED PARTNERSHIP**.

B. The address of the office and the name and address of the agent for service of process to be maintained by Florida Statute §620.105 is:

<u>Name</u>	<u>Address</u>
George P. Apostolicas	1275 Lake Heathrow Lane Heathrow, Florida 32746

C. The name and business address of each general partner is as follows:

<u>Name</u>	<u>Place of Business</u>
RDC Golf of Florida I, Inc.	1275 Lake Heathrow Lane Heathrow, Florida 32746

D. The mailing address for the limited partnership is:
and principal

RDC Golf of Florida I, Inc.	1275 Lake Heathrow Lane Heathrow, Florida 32746
--------------------------------	--

E. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF the undersigned have executed this Certificate this 31st day of May, 1996.

Signed, sealed and delivered
in the presence of:

RDC Golf of Florida I, Inc.,
a Florida corporation

N. Duane Gray
Name: N. Duane Gray

By: Christopher R. Schiavone
Christopher R. Schiavone
President/Registered Agent

Laurence C. Hames
Name: Laurence C. Hames

Laurence C. Hames, Esq.
PO Box 3829
Orlando, FL 32802
(407) 426-2360
Fl Bar #237914

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FLORIDA
STATE OF ~~NEW JERSEY~~
COUNTY OF ~~ORANGE~~

The foregoing instrument was acknowledged before me this 31st of May, 1996, by Christopher R. Schiavone, as President of RDC Golf of Florida I, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

N. Wayne Gray, Jr.
Print Name: N. Wayne Gray, Jr.
Notary Public, State of ~~NEW JERSEY~~ Florida
My Commission Expires:



N. Wayne Gray, Jr.
MY COMMISSION & EXPIRATION DATE
November 1, 1998
POWERED THROUGH THE FLORIDA BAR

SECRETARY OF STATE
DIVISION OF CORPORATIONS
85 JUL -4 PM 3:53

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Heathrow Golf Company Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

RDC Golf of Florida I, Inc.,
sole general partner

By: *Christopher R. Schiavone*
Christopher R. Schiavone

This 31st day of May, 1996.

FLORIDA
STATE OF ~~NEW JERSEY~~
COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by Christopher R. Schiavone, who is personally known to me.

N. Duwayne Gray, Jr.
Print Name: N. Duwayne Gray, Jr.
Notary Public, State of ~~NEW JERSEY~~ Florida
My Commission Expires:



N. Duwayne Gray, Jr.
MY COMMISSION # 00488888 EXPIRES
November 1, 1999
SIGNED THIS 17TH DAY OF SEPTEMBER, 1996.

N. Duwayne Gray, Jr.
MY COMMISSION # 00488888 EXPIRES
November 1, 1999
SIGNED THIS 17TH DAY OF SEPTEMBER, 1996.

H96000007821

CT CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel 617 482 4420
Fax 617 482 9807

June 3, 1996

**Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

Re: Heathrow Golf Company Limited Partnership

Sir/Madam

**CT Corporation System, which currently holds a reservation for the
referenced name, hereby releases such name to Salley, Feinberg &
Hames**

Very truly yours,

CT Corporation System


**Nicole Johnson
Customer Specialist**

/nmj

A96000057

OFFICE OF
 CORPORATE
 REGISTRATION
 135 West Central Boulevard
 Orlando, Florida 32801
 (407) 425-6559
 Fax (407) 422-6963

William Berger
 Gregory J. Bledig
 Richard W. Epstein
 Michael R. Flann
 N. Dwayne Gray, Jr.
 Gerald Greenspan
 Neal W. Thirschfeld
 David Jankowitz
 Victor S. Kline
 David R. Lenox

Edmond W. Lewis III
 Leonard Lusk
 Michael E. Marler
 Seth A. Marmor
 Eden Ratkin
 Michael S. Ross
 Marc L. Schwartz
 Kenneth J. Sobel
 Mark D. Thompson
 Stephanie A. Yelenosky

Arthur C. Newirth Of Counsel

December 23, 1996

Fort Lauderdale Office
 Trade Centre South • Suite 700
 100 West Cypress Creek Road
 Fort Lauderdale, Florida 33309
 (954) 491-1120 • Fax (954) 726-9264
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 DIVISION OF CORPORATIONS
 DEC 30 AM 9:58

VIA CERTIFIED MAIL: Z 226 331 214

Division of Corporations
 Attn: Registration Section
 Post Office Box 6327
 Tallahassee, Florida 32314

RE: Heathrow Golf Company Limited Partnership

TO WHOM IT MAY CONCERN:

700002057617--2
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 ***1750.00 ***1750.00

With regard to the referenced matter, please find enclosed the following:

1. 1997 Limited Partnership Annual Report with check no. 13029 in the amount of \$576.25 representing the filing fee for same.
2. Supplemental Affidavit of Capital Contributions with check no. 13028 in the amount of \$1,750.00 representing the filing fee for same.

Thank you for your assistance in filing these documents with the Division of Corporations. Please contact me if you have questions regarding the above.

Name	OR 1-16
Availability	
Document Examiner	OR
Updater	OR
Updater Verification	OR

Very truly yours,
N. Dwayne Gray, Jr.
 N. Dwayne Gray, Jr.

NDG/sm
 Enclosures

cc: Chris Schiavone
 Pete Albe
 Jonathan Wolf

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, consulting the general partner of HEATHROW GOLF COMPANY LIMITED PARTNERSHIP, a 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 ONE MILLION TWO HUNDRED THOUSAND AND NO/100 DOLLARS (\$1,200,000.00), this 12th day of December, 1996.

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.

RDC GOLF OF FLORIDA I, INC.,
as General Partner

By: 

Chris Schiavone

It's:

President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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