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CERTIFICATE OF LIMITED PARTMERSHIP MEATEROW GOLF COMPANY LIMITED PARTHERSHIP

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:

- The name of the limited partnership is MEATHROW GOLF COMPANY LIKITED PRATMERSELP.
- 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 im:

Name

Address

Gaorge P. Apostolicas

1275 Lake Heathrow Lane Heathrow, Florida 32746

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

Name

Place of Business

P96000045632 RDC Golf of

Florida I, Inc.

1275 Lake Heathrow Lane Heathrow, Florida 32746

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

RDC Golf of Florida I, Inc.

1275 Lake Heathrow Lane Heathrow, Florida 32746

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 3/___day of May, 1996.

Signed, sealed and delivered in the presence of:

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

> Christopher R. Schlavone President/Registered Agent

Name:

Laurence C. Hames, Esq.

PO Box 3829

Orlando,FL 32802 (407) 426-2360

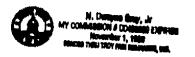
Fl Bar #237914

н96000007821

STATE OF HEN JESSEY COUNTY OF DENMA

The foregoing instrument was acknowledged before me this 31.7 of May, 1996, by Christopher R. Schiavone, as President of RDC colf of Florida I, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

Print Name: N. Owner of the Print Name: N. Owner of the Print W. Notary Public, State of Many Manager Florida My Commission Expires:



\$5 <u>881</u> -4 PH 3: 53

APPIDAVIT 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

Christopher R. Schiavone

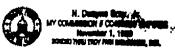
This 3 day of May, 1996.

FLOQIDA-STATE OF NEW JERSEY COUNTY OF DEADLE

The foregoing instrument was acknowledged before me this 3/m/day of May, 1996, by Christopher R. Schiavone, who is personally known to me.

Print Name: W. Change Carlo St. Notary Public, State of Name Florida

My Commission Expires:



CT CORPORATION SYSTEM

Z Oliver Street ustun, MA 02109 June 3, 1996

Hoston, MA 02109 (vi. 617, 482, 4420) Fax 617, 482, 9807

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

Tompoor Marder I-lesch indication loss & Jurge V.A.

William Berger'
Cargory J. Blodby
Richard W. Epstein
Michael R. Flam
N. Docayne Gray, h.
Gerald Carermyson
Neal W. Hirschfeld'
David Jankowitz

Victor's Kline

David R. Lenox

Edmond O Low III Feonard Fubrit Michael F. Marrier Seth A. Marmor Eden Batkin' Michael S. Ross' Marc L. Schwartz Kenneth J. Sobel Mark D. Hormson Stephanie A. Yelenosky 135 West Central Boulevard Orlando, Elorida (5280) (107) 425 6559 Las (407) 422 6563

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Frade Centre South • Suite 700 100 West Cypness Creek Road Fort Landerslate, Florida 33309 (954) 491-1120 • Fax (954) 725-9264 FLAVA US 885-71-1131

SECRETARY OF STATE OF CORPORATION OF CORPORATION 5 DEC 30 AM 9: 58

Arthur C Neiwith Of Counsel

December 23, 1996

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 -01/14/97--01140--018 ***1750.00 ***1750.00

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

- 1997 Limited Partnership Annual Report with check no. 13029 in the amount of \$576.25 representing the filing fee for same.
- 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 spove.

Name Availability

Document
Examiner

Updater

Updatet Varifyer Very truly yours

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 setion 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

v: Thorong

Chris Schiavone It's:

President

SECRETARY OF STATE OF CORPORATIONS