

CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32301, (904) 222-8100
 Mailing Address: Post Office Box 934, Tallahassee, FL 32302
 TELEPHONE: (904) 222-8062
 FAX: (904) 222-8222

A96000001539

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILE SECOND

BK 8/14/96

.. IAA	_____
FILING	70.00
R. AGENT FEE	25.00
C. COPY	52.50
TOTAL	157.50
N. BANK	_____
BALANCE DUE	_____
OFFIND	_____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/19	_____	_____
TIME	10:45	_____	CK No. _____
BY	Bet	_____	_____

WALK-IN
 Will Pick Up _____

_____ of _____		
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
<input checked="" type="checkbox"/> Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
_____ () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	800001928358	_____
_____ Phone ()	-08/21/96--01089--007	_____
_____ Top Priority	***157.50	***157.50
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

C.C. FEE. _____ DISBURSED _____

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 19 PM 12:52

RECEIVED
96 AUG 19 AM 11:55
DIVISION OF CORPORATIONS

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____


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, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP
OF

Lifetime Resorts, Limited

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 19 PM 2:52

1. Lifetime Resorts, Limited
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1111 Lincoln Road, Suite 800, Miami Beach, Florida 33139
(The Business Address of Limited Partnership)
3. Michael B. Werner
(Name of Registered Agent for Service of Process)
4. 1111 Lincoln Road, Suite 800, Miami Beach, Florida 33139
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)
6. 1111 Lincoln Road, Suite 800, Miami Beach, Florida 33139
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2026

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

<u>Lifetime, Inc. #960000168796</u>	<u>1111 Lincoln Road, Suite 800 Miami Beach, FL 33139</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Signed this 15th day of August, 1996
Signature of all general partners:

Lifetime, Inc.

General Partner

By: 

General Partner
Michael B. Werner, President

General Partner

General Partner

General Partner

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 16 10 11 AM '96

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 AUG 19 PM 12:35

BEFORE ME, the undersigned constituting all of the general partners of
Lifetime Resorts, Limited _____, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 9,900.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 9,900.00.

This 15th day of August, 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

General Partner

General Partner

Lifetime, Inc.
By: *[Signature]*
General Partner
Michael B. Werner, President

General Partner

General Partner