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CURTIFICATE OF LIMITED PARTNERSHIP OF WINDSOR AT PELICAN LANDING, LTD., a Florida Limited Partnership

THE UNDERSIGNED, constituting the sole General Partner of Windsor at Pelican Landing, Ltd., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

- 1. The name of the Partnership is Windsor at Pelican Landing, Ltd.
- 2. The name and address of the agent for the service of process on the Partnership is:

Gregg S. Truxton
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Boulevard
Coral Gables, Florida 33134

3. The name and business address of the General Partner is as follows:

Mastercraft Homes, Inc. 9311 College Parkway, Suite 1 Fort Myers, Florida 33919 57637

4. The mailing address of the Partnership is:

9311 College Parkway, Suite 1 Fort Myers, Florida 33919

5. The latest date upon which the Partnership will dissolve is:

December 31, 2046.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of Windsor at Pelican Landing, Ltd., this way of October, 1996.

GENERAL PARTNER:

Mastercraft Homes, Inc.

Robert Waite, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Windsor at Pelican Landing, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process and to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

Greeg S. Truxton

AT FIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Robert Waite, Sice President of Mastercraft Homes, Inc., the General Partner of Windsor at Pelican Landing, Las, a Florida limited partnership (herein referred to as the "Partnership"), who upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the limited partners is as follows:

\$ 100.00

2. The ad ... onal capital contributions anticipated to be contributed by additional limited partners is as x i ows:

\$1,299,900.00

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Mastercraft Homes, Inc.

Robert Waite, Vice President

Dated: October <u>34</u>, 1996

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Robert Waite, Vice President of Mastercraft Homes, Inc. (the "General Partner"), known to me and known by me to be the person who executed the foregoing Affidavit of

Capital Contribution or who has produced a driver's license with a picture identification, the acknowledged to me and before me that he executed this Affidavit as president of the General partner of the Partnership.

In WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of October, 1996.

Notary Public

My Commission Expires:

(NOTARY SEAL)

OFFICIAL NOTARY BEAL
DEBBIE BRADLEY
COMMISSION NUMBER
CC279944
MY COMMISSION EXP.
APR. 26,1997

c:\truxton\clients\mastercr\henning.002 October 23, 1996