

CORPORATE ACCESS

INC.

176-17 The Greenway Road, Mount Vernon Square, Tallahassee, Florida 32301

P.O. Box 37055, Tallahassee, Florida 32307-0555 (904) 222-5666 or (800) 969-5666 Fax (904) 222-1066

WALK IN

PICK UP

10/29/96

CUS

CERTIFIED COPY

PHOTO COPY

FILING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:25

1.) Emerald Estates, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
(CORPORATE NAME & DOCUMENT #)

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

G. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

b/c

10/29/96

800001934548--6
-11/01/96--01087--019
***1837.50 ***1837.50

SPECIAL INSTRUCTIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EMERALD ESTATES, LTD.,
a Florida Limited Partnership**

FILED STATES
SECRETARY OF CORPORATIONS
96 OCT 29 PM 11:25

THE UNDERSIGNED, constituting the sole General Partner of Emerald Estates, 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 Emerald Estates, 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

576334

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
Limited Partnership of Emerald Estates, Ltd., this 24th day of October, 1996.

GENERAL PARTNER:

Mastercraft Homes, Inc.

By: Robert Waite V.P.
Robert Waite, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 29 AM 11:25

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Emerald Estates, 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.

By: Gregg S. Truxton
Gregg S. Truxton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 29 AM 11:25

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Robert Waite, Vice President of Mastercraft Homes, Inc., the General Partner of Emerald Estates, Ltd., 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 additional capital contributions anticipated to be contributed by additional limited partners is as follows:

\$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.

By:  V.P.
Robert Waite, Vice President

Dated: October 24, 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

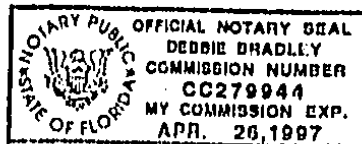
FILED
STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
OCT 25
1996

Capital Contribution or who has produced a driver's license with a picture identification, and he 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.

Debbie Bradley
Notary Public
My Commission Expires:

(NOTARY SEAL)



c:\truxton\clients\mastercer\henning.006
October 23, 1996

FILED STATES
DIVISION OF CORPORATIONS
96 OCT 29 AM 11:25

**CORPORATE
ACCESS,
INC.**

A96000002010

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN KL

PICK UP 8/22 11:00

☒ **CERTIFIED COPY** _____ **CUS** _____

PHOTO COPY _____ ☒ **FILING** L.P. Cancellation

1.) Emerald Estates, LTD.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

300002274343--6

-08/22/97--01003--022

****\$55.00 ****\$105.00

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

RECEIVED
AUG 22 AM 11:41
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 AM 11:11

by
8/22/97

**CERTIFICATE OF CANCELLATION
OF
EMERALD ESTATES, LTD.,
a Florida Limited Partnership**

97 AUG 22 AM 11:11
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED - ST. PETERSBURG

THE UNDERSIGNED, constituting the sole general partner of Emerald Estates, Ltd., a Florida limited partnership, hereby files this Certificate of Cancellation of Emerald Estates, Ltd. in accordance with Section 620.113, Florida Statutes, as follows:

1. The name of the Partnership is Emerald Estates, Ltd.
2. The Certificate of Limited Partnership of Emerald Estates, Ltd. was filed with the Secretary of State on October 29, 1996.
3. This Certificate of Cancellation is being filed to reflect the termination of the limited partnership by virtue of the acquisition by Mastercraft Homes, Inc., as the sole general partner, of all of the interests of the limited partner(s) of the partnership.
4. Cancellation shall be effective upon the filing of this Certificate with the Secretary of State.

The execution of this Certificate by the undersigned Mastercraft Homes, Inc., as 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 Cancellation this 20 day of August, 1997.

GENERAL PARTNER:

Mastercraft Homes, Inc.

By: _____

O.J. Buigas / President

STATE OF FLORIDA)

COUNTY OF LEE)

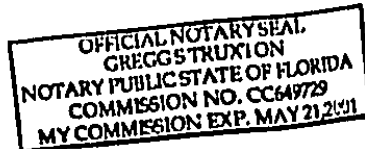
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared O.J. Buigas, as President of Mastercraft Homes, Inc., known to me and known by

me to be the person who executed the foregoing Certificate of Cancellation or who has produced a driver's license with a picture identification, and he acknowledged to me and before me that he executed this Affidavit as president of Mastercraft Homes, Inc., the General partner of the Partnership.

In Witness Whereof, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of August, 1997.

(NOTARY SEAL)

Gregg S. Truxion
Notary Public
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 AM 11:11

c:\truxion\clients\mastercar\henning.012
August 7, 1997