

A96000002025

Serving The Tampa Bay Area For Over 35 Years

DONALD O. McFARLAND
NORMUS S. GOULD (RET.)
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ATTORNEYS AT LAW

311 S. MISSOURI AVENUE
CLEARWATER, FLORIDA 34616
TELEPHONE (813) 461-1111
FAX (813) 461-0430

September 12, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001992686--8
-10/31/96--01087--003
****154.00 ****154.00

600001948606
-09/17/96--01042--001
****175.00 ****175.00

RE: Limited Partnership Agreement for
"Starlight Cruises Connections, Ltd."

Dear Sir or Madam:

600001992686--8
-10/31/96--01087--002
****406.00 ****406.00

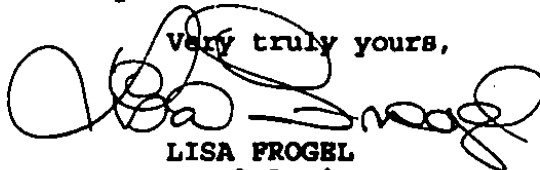
Please find enclosed the original and one copy of the Limited Partnership Agreement for "Starlight Cruises Connections, Ltd." Also enclosed is our check in the amount of \$ 175.00 to cover the following fees and tax:

1. \$ 87.50 Filing of the Limited Partnership Agreement
2. \$ 35.00 Designation of Registered Agent
3. \$ 52.50 Certified Agreement

Please return the enclosed copy of the Limited Partnership Agreement to our office in the envelope provided.

Thank you for your cooperation in this matter.

Very truly yours,



LISA FROGEL
Legal Assistant to,
C.A. Sullivan, Esq.

LF
Enc.

letters.wk\henderson.ltr

FILED
95 OCT 26 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96-2025-
1030

| | |
|-------------------|-----------|
| Name | Available |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledged | |
| W. P. Verifier | |

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
96 OCT 29 11:12 09
SECRETARY OF STATE
TALLAHASSEE, FL

1. Starlight Cruises Connection, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. P. O. Box 3335
25 Causeway Blvd., Slip 152, Clearwater Beach, FL 34630
(Business address of Limited Partnership)
3. Phil M. Henderson
(Name of Registered Agent for Service of Process)
25 Causeway Blvd., Slip 152
Clearwater Beach, FL 34630
4. _____
(Florida street address for Registered Agent)
5. *Phil M. Henderson*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. P. O. Box 3335
Clearwater Beach, FL 34630
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: September 1, 1997

8. Name(s) of general partner(s):

Street address:

Phil M. Henderson

25 Causeway Blvd., Slip 152, Clearwater, FL 34630

Keith Clark

1108 Palmview, Belleair, FL 34616

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

Signed this 28th day of October, 19 96.

Signature of all general partners:

Phil M. Henderson
General Partner PHIL M. HENDERSON

General Partner

Keith Clark
General Partner KEITH CLARK

General Partner

General Partner

General Partner

Subscribed and sworn to before me this 28th day of October, 1996.



CYNTHIA A. HUGHES
Notary Public, State of Florida
My Comm. Exp. Dec. 5, 1997
Comm. No. CC 333891

Cynthia A. Hughes
Notary Public

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
96 OCT 29 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of STARLIGHT CRUISES CONNECTION, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 63,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 100,000.00.

Signed this 28th day of October, 19 96.

FURTHER AFFIANT SAYETH NOT.

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

Phil M. Henderson
General Partner PHIL M. HENDERSON

General Partner

Keith Clark
General Partner KEITH CLARK

General Partner

Subscribed and sworn to before me this 28th day of October, 1996.

General Partner |||||

General Partner |||||



CYNTHIA A. HUGHES
Notary Public, State of Florida
My Comm. Exp. Dec. 5, 1997
Comm. No. CC 333891

Cynthia A. Hughes
Notary Public

EXHIBIT "B"

A 9600000 2025

McFARLAND, COULD, LYONS & SULLIVAN, P. A.
ATTORNEYS AT LAW

Serving The Tampa Bay Area For Over 35 Years

DONALD O. McFARLAND
GARY W. LYONS
CHUCK A. SULLIVAN
JOSEPH P. PATNER
MICHAEL J. FALINER

311 S. MISSOURI AVENUE
CLEARWATER, FLORIDA 33750
TELEPHONE (813) 401-1111
FAX (813) 401-6430

September 25, 1997

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Certificate of
Limited Partnership
STARLIGHT CRUISES CONNECTION, LTD.

Dear Sirs:

Enclosed for filing please find an original and one copy of Amendment to Certificate of Limited Partnership for STARLIGHT CRUISES CONNECTION, LTD., along with your filing fee in the amount of \$52.50.

This is to advise you that this Amendment does not change the amounts being invested, but simply changes the name of the entity and the latest dissolution date allowed.

Please return a stamped copy to my attention.

Very truly yours,


Gary W. Lyons
Attorney at Law

SECRET
STATE
TALLAHASSEE
FLORIDA

97 SEP 29 AM 12:00

FILED

600002305836--3
-09/29/97--01083--001
*****52.50 *****52.50

| | |
|--------------------------|------------|
| GWL:rdk | |
| Name | 9/30/97 |
| Availability | dcc |
| Document | Enclosures |
| Amendment to Certificate | |
| Firm Check \$52.50 | |
| For | |
| By | |
| corpstarlight.com | |
| Adm. Acknowledgement | DCU |
| W. P. Verifier | DCU |

**AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP**

This is an Amendment to the Certificate of Limited Partnership filed by STARLIGHT CRUISES CONNECTION, LTD., pursuant to Document #A96000002025 filed on October 29, 1996 in the Office of the Florida Department of State, Division of Corporations.

A. Article 1 of the Certificate of Limited Partnership is hereby amended to read as follows:

1. Name of Limited Partnership: BAY RIDE CONNECTION, LTD.

B. Article 7 of said Certificate of Limited Partnership is hereby amended to read as follows:

7. The latest date upon which the Limited Partnership is to be dissolved is October 28, 2006.

C. This Amendment is made pursuant to the duly authorized actions of the General Partners on August 28, 1997, and to be submitted to the Florida Department of State within 30 days thereafter.

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

Signed on the date(s) shown below by each of the General Partners of the Limited Partnership.


PHIL M. HENDERSON
General Partner

Dated: Sept 18, 1997


KEITH CLARK,
General Partner

Dated: Sept. 17, 1997