

Woodward, Pires & Lombardo, P.A.  
ATTORNEYS-AT-LAW

A96000002118

CRAIG B. WOODWARD\*  
MARK J. WOODWARD  
ANTHONY P. PIRES, JR.  
J. CHRISTOPHER LOMBARDO  
STEVEN BLOUNT  
RUSSEL M. LAZEGA  
BURT L. SAUNDERS  
OF COUNSEL  
\*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

November 6, 1996

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000002012850--0  
-11/22/96--01088--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

Re: Certificate of Limited Partnership for  
GB 300, Ltd.

Enclosed are the original and one copy of the  
Certificate of Limited Partnership for the  
referenced partnership together with a check  
in the amount of \$87.50 to cover the fees for  
filing. After filing the Article, please  
return the date-stamped copy to our office.

Should you have any questions, please feel  
free to contact me.

96 NOV 14 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

Sincerely,

*Wanda L. Hendricks*

Wanda L. Hendricks, Sec'y  
for Mark J. Woodward

Name	Availability	Enclosures as stated
Document Examiner	DCC	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

C. TAX \_\_\_\_\_  
FILING 87.50  
R. ACCTNG FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND 87.50

*87.50*

A96000002118

PLEASE RESPOND TO: NAPLES

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GB 300, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is GB 300, LTD.

2. Principal Office.

The principal office of the Partnership in the State of Florida is 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Mark J. Woodward, 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.

4. General Partner.

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

PO BOX 80421  
GB 300, Inc.  
4001 Tamiami Trail North, Suite 350  
Naples, Florida 34103

5. Mailing Address.

The mailing address of the Partnership is 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.

6. Dissolution.

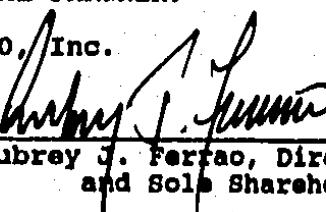
The latest date upon which the Partnership will dissolve is October 31, 2016.

IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Limited Partnership as of the 5th day of November,  
1996.

GENERAL PARTNER:

GB 300, Inc.

By:

  
Aubrey J. Ferrao, Director  
and Sole Shareholder

FILED  
96 NOV 14 PM 3 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

GB 300, Ltd., desiring to organize as a limited partnership under the laws of the State of Florida, has designated 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108, as its initial Registered Office and has named Mark J. Woodward, located at said address as its initial Registered Agent.

GB 300, Inc.  
General Partner

By: Aubrey J. Ferro Director  
and Sole Shareholder

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: Mark J. Woodward  
Registered Agent

Date: 11/5/96

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared AUBREY J. FERRAO, Director and Sole Shareholder of GB 300, Inc., a Florida corporation, constituting the sole general partner of GB 300, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The amount of capital contributions of the limited partners is \$990.
2. The total anticipated amount of the capital contributions of the limited partners is \$990.

This 5th day of November, 1996..

**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:**

~~GB 300, Inc.~~

By: Aubrey J. Ferrao  
Aubrey J. Ferrao, Director  
and Sole Shareholder

STATE OF FLORIDA  
COUNTY OF COLlier

Print Name: Elton M. Parsons  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



EILEEN M. PARSONS  
MY COMMISSION # CC310884 EXPIRES  
September 25, 1987  
SEARCH THIS FILE FOR INFORMATION, INC.

(SEAL)

*Woodward, Pires & Lombardo, P.A.*  
ATTORNEYS-AT-LAW

**CRAIG R. WOODWARD\***  
**MARK J. WOODWARD**  
**ANTHONY P. PIRES, JR.**  
**J. CHRISTOPHER LOMBARDO**  
**STEVEN BLOUNT**  
**RUSSEL M. LAZEGA**  
  
**BURT L. SAUNDERS**  
**OF COUNSEL**  
**(\*BOARD CERTIFIED REAL ESTATE ATTORNEY)**

A96000002118

January 29, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

200002090782--8  
-02/18/97--01094--008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Gentlemen:

Re: Articles of Amendment for GB 300, Ltd.

Enclosed are the original and one copy of the Articles of Amendment for the referenced corporation together with a check in the amount of \$52.50 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely,

Frank L. Sandrock

97 FEB 12 PM 12:15

三

Enclosures as stated

A9600000211%

Name: **W. P. Verifier**  
Availability: **DOC**

5250

1. 1 2. 1 3. 1  
R. 1 4. 1 5. 1  
E. 1 6. 1 7. 1  
P. 1 8. 1 9. 1

**PLEASE RESPOND TO: NAPLES**

**606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402  
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161**

**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
GB 300, LTD.**

23rd This amendment to the Limited Partnership Agreement, made this day of January, 1997, by Aubrey J. Ferrao, President of GB 300, Inc., ("General Partner") and Aubrey J. Ferrao ("Limited Partner"):

**WITNESSETH:**

The parties agree to amend the original Certificate of Limited Partnership, filed November 14, 1996, under Document No. A96000002118 assigned by the Department of State on November 14, 1996, as follows:

As to ARTICLE I - Name: The name of the business will be changed from:

GB 300, Ltd.

100

Gulf Bay 300, Ltd.

The principal office address and the address of the General Partner shall remain the same, i.e., the principal office at 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, and the General Partner at 4001 Tamiami Trail North, Suite 350, Naples, FL 34103.

IN WITNESS WHEREOF, we, and each of us, have signed this  
Amendment to the Certificate of Limited Partnership this 23<sup>rd</sup> day  
of January, 1997.

GB 300, Inc., a Florida corporation, General Partner

By: Aubrey J. Ferrao / President  
Aubrey J. Ferrao, President  
and not individually

**Limited Partner:**

Aubrey J. Ferrao

STATE OF FLORIDA  
COUNTY OF COLLIER

Print Name: Mark J. Woodrow  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SECRET)