

# Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

A96000002118

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

November 6, 1996

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-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 Articles, please  
return the date-stamped copy to our office.

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

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
V. P. Verifier	DCC

C. TAX \_\_\_\_\_  
FILING 87.50  
R. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_  
N. CASH \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND 87.50

A96000002118

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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:

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.

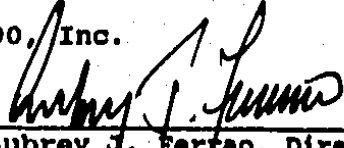
The latest date upon which the Partnership will dissolve is October 31, 2016.

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

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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. Ferrao*  
Aubrey J. Ferrao, Director  
and Sole Shareholder

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STATE  
TALLAHASSEE  
FLORIDA

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*  
Mark J. Woodward  
Registered Agent

Date: 11/5/96

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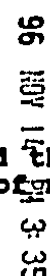
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*Woodward, Pires & Lombardo, P.A.*

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

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-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,

*Wanda L. Hendricks*

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

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97 FEB 12 PM 12:15  
TALLAHASSEE, FLORIDA

Enclosures as stated

A96000002118

Name	
Availability	
Amount	500
	50
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	50
	50
	50
W. P. Verifier	500

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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.

This amendment to the Limited Partnership Agreement, made this 23<sup>rd</sup> 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.

to:

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  
Aubrey J. Ferrao, President  
and not individually

Limited Partner:

Aubrey J. Ferrao  
Aubrey J. Ferrao

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of January, 1997, by AUBREY J. FERRAO, as the Limited Partner and as President of GB 300, Inc., General Partner. He is personally known to me or has produced a driver's license (# \_\_\_\_\_) as identification and did not take an oath.

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