

A96000002291

LAW OFFICES OF
HOWARD M. LARSEN, INCORPORATED

4 UPPER NEWPORT PLAZA
SUITE 103
NEWPORT BEACH, CALIFORNIA 92660
(714) 855-3500
FAX (714) 855-1255

October 23, 1996

FILED
DEC 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Flamingo Investments, Ltd.
A Florida Limited Partnership

500001987985--2
-10/29/96--01039--001
***1785.00 ***1785.00

Gentlemen:

Enclosed please find an original and one (1) copy of your Certificate of Limited Partnership form for the above-referenced Limited Partnership. Also enclosed is our check in the amount of \$1,785.00 for the filing and the registered agent designation fees¹.

Please see that the original is filed and the conformed copy is returned to this office in the pre-addressed, stamped envelope herein provided. If you have any questions, please feel free to contact me.

Very truly yours,

Monique Juteau
Monique Juteau

:maj
Enclosures

¹ The filing fee requirement is \$7.00 per \$1,000 of contribution (\$1,050,000.00). The minimum fee amount is \$52.50 and the maximum fee amount is \$1,750. The registered agent designation fee is \$35.00 and is mandatory.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1996

**MONIQUE JUTEAU
HOWARD M. LARSEN, INCORPORATED
4 UPPER NEWPORT PLAZA, SUITE 103
NEWPORT BEACH, FL 92660**

**SUBJECT: FLAMINGO INVESTMENTS, LTD.
Ref. Number: W96000023082**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 12 PM 2:23

FILED

We have received your document for **FLAMINGO INVESTMENTS, LTD.** and check(s) totaling \$1785.00. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 396A00050021

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAI/FLAMINGO INVESTMENTS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED
95 DEC 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1995), and §620.108 of Florida Statutes, the undersigned being all of the General Partners of RAI/Flamingo Investments, Ltd., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is:

RAI/Flamingo Investments, Ltd.
2. The business address and the mailing address of the limited partnership is:

7212 Fisher Island Drive
Fisher Island, Florida 33109
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Joan L. Stevens
4. The Florida street address for the registered agent is:

7212 Fisher Island Drive
Fisher Island, Florida 33109
5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of RAI/FLAMINGO INVESTMENTS, LTD., at the place designated in this Certificate of Limited Partnership of Flamingo Investments, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

REGISTERED AGENT:

Dated: October 21, 1996


Joan L. Stevens, Registered Agent

6. The name and business address of the general partner is as follows:

Joan L. Stevens, President
RECREATIONAL ADVISORS INTERNATIONAL, INC.
a California Corporation
3334 East Coast Highway, Suite 314
Corona Del Mar, CA 92625

7. The latest date upon which the limited partnership is to dissolve is:

December 31, 2020

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct and I do hereby execute this Certificate of Limited Partnership on the 21st day of October, 1996, in accordance with §620.114(3) of the Florida Statutes.

GENERAL PARTNER:

RECREATIONAL ADVISORS
INTERNATIONAL, INC.
a California Corporation

By: 
Joan L. Stevens
Its: President

AFFIDAVIT

THE UNDERSIGNED, constituting all of the general partners of RAI/FLAMINGO INVESTMENTS, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of the capital contributions to date of the limited partners is:

\$1,050,000.00

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals:

\$1,050,000.00

FURTHER AFFIANT SAVETH 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.

FILED
96 DEC 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER:

**RECREATIONAL ADVISORS
INTERNATIONAL, INC.**
a California Corporation

By Joan L. Stevens
Joan L. Stevens
Its: President



THE UNITED STATES
CORPORATION
COMPANY

A9 6000002291

ACCOUNT NO. : 072100000032

REFERENCE : 490749 4303929

AUTHORIZATION : Patricia Pyzick

COST LIMIT : \$ 35.00

ORDER DATE : August 8, 1997

ORDER TIME : 11:45 AM

ORDER NO. : 490749

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

000002262520--6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG-8 PM 3:20

CHANGE OF AGENT

NAME: RAI/FLAMINGO INVESTMENTS,
LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

RECEIVED
97 AUG -8 PM 3:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

TO:

Sandra B. Mortham, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §620.1051, Florida Statutes, the undersigned partnership, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the partnership is: RAI/FLAMINGO INVESTMENTS, LTD.

1a. Date of partnership December 12, 1996 Document AP96000002291

2. The name and address of the **current** registered agent and office is:

JOAN L. STEVENS *** 7212 Fisher Island Drive, Fisher Island, FL 33109

3. The name and address of the **new** registered agent and office is:

JOAN L. STEVENS *** 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

The street address of its registered agent and the street address of the business office of its registered agent, **as changed**, will be identical.

Such change was authorized by resolution duly adopted by its General Partner on July 15, 1997

Signature:

Joan L. Stevens
Joan L. Stevens, President,
Recreational Advisors International, Inc.,
General Partner

Dated:

July 15, 1997

Having been named as Registered Agent and to accept service of process for the above stated partnership at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

BY:

Joan L. Stevens
Dated: July 15, 1997

Filing Fee - \$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -8 PM 3:20

**WRITTEN CONSENT TO CORPORATE ACTION
BY THE GENERAL PARTNER**

RAI/FLAMINGO INVESTMENTS, LTD.

Pursuant to §620.1051), the undersigned, being the general partner of RAI/FLAMINGO INVESTMENTS, LTD., (the "Partnership"), organized and existing under the laws of the State of Florida, does hereby agree that when the undersigned has signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the General Partner of the Partnership, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted effective as of the ___ day of July, 1997

RESOLVED, that the Partnership's registered office shall be changed

from 7212 Fisher Island Drive, Fisher Island, Florida 33109

to 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

RESOLVED, that henceforth the street address of the registered office of the Partnership and the street address of the business office of the Partnership's registered agent, as changed, shall be identical.

RESOLVED, that the action contained herein shall be effective as of the 15 day of July, 1997

IN WITNESS WHEREOF, the undersigned being all of the directors of the Partnership have executed the foregoing Written Consent to Corporate Action for the purposes expressed herein this the 15 day of July, 1997.

**RECREATIONAL ADVISORS INTERNATIONAL, INC.,
General Partner**


JOAN L. STEVENS, President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION
97 AUG - 8 PM 3:20

A9600002291

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -8 PM 2:04



ACCOUNT NO. : 072100000032

REFERENCE : 557633 4303929

AUTHORIZATION :

COST LIMIT : \$35.40

ORDER DATE : October 8, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 557633

CUSTOMER NO: 4303929

800002314808--5

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

CHANGE OF AGENT

NAME: RAI/FLAMINGO INVESTMENTS, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

RECORDED
97 OCT -8 10:50
DIVISION OF CORPORATIONS

A96-2291

KWM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -8 PM 2:04

**RAI/FLAMINGO INVESTMENTS, LTD.
RECREATIONAL ADVISORS INTERNATIONAL, INC.
20801 Biscayne Blvd., Suite 400
Aventura, Florida 33180**

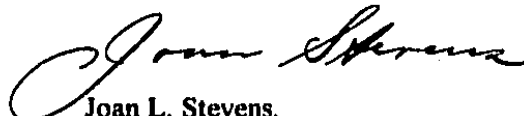
August 28, 1997

Florida Divisions of Corporation
Domestic Charter Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: **RAI/FLAMINGO INVESTMENTS, LTD. and RECREATIONAL
ADVISORS INTERNATIONAL, INC.**

Please be advised that the correct address for RAI/FLAMINGO INVESTMENTS,
LTD. and RECREATIONAL ADVISORS, INC., is 20801 Biscayne Blvd., Suite 400,
Aventura, Florida 33180. Please correct your records to reflect this change.

Sincerely,



Joan L. Stevens,
President

TO:

Sandra B. Northam, Secretary of State
FLORIDA DEPARTMENT OF STATE - Division of Corporations
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -8 PM 2:04

STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §620.1051, Florida Statutes, the undersigned partnership, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the partnership is: RAI/FLAMINGO INVESTMENTS, LTD.
1a. Date of partnership December 12, 1996 Document AP96000002291

2. The name and address of the **current** registered agent and office is:

JOAN L. STEVENS *** 20301 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

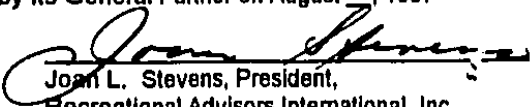
3. The name and address of the **new** registered agent and office is:

JOAN L. STEVENS *** 20801 Biscayne Boulevard, Suite 400, Aventura, Florida 33180

The street address of its registered agent and the street address of the business office of its registered agent, **as changed**, will be identical.

Such change was authorized by resolution duly adopted by its General Partner on August 1, 1997

Signature:


Joan L. Stevens, President,
Recreational Advisors International, Inc.,
General Partner

Dated:

August 15, 1997

Having been named as Registered Agent and to accept service of process for the above stated partnership at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

BY:


Dated: August _____, 1997