

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0111

800-342-8086

# A9600002434



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198759 4311473

AUTHORIZATION :

COST LIMIT : \$ 1837.50 PPD

ORDER DATE : December 23, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 198759-005

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLERIAA  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

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-12/26/96--01052--012

\*\*\*1837.50 \*\*\*1837.50

FILING	1750
R. AGENT FEE	25
C. COPY	52.50
TOTAL	1837.50
N. BANK	
BALANCE DUE	
IF FILM	

DOMESTIC FILING

NAME: THE YACHT CLUB AT BRICKELL  
ASSOCIATES, LTD.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:       

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 24 AM 10:17

RECEIVED  
96 DEC 24 AM 9:26  
DIVISION OF CORPORATIONS  
MK  
12/24/96

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 26 AM 10:17

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of **THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.**, a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:  
**THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.**
  
2. The office and principal place of business for the Partnership currently is:  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
  
3. The name and address of the agent for service of process on the Partnership is:  
Marcelo A. Alvarez  
c/o TRG Brickell, Ltd.  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
  
4. The name and address of the sole General Partner of the Partnership is:  
**TRG BRICKELL, LTD.**  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145 *A96aww01491*
  
5. The mailing address of the Partnership is:  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
  
6. The latest date upon which the Partnership shall dissolve is **December 31,**

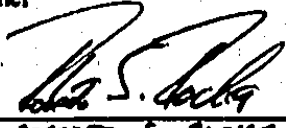
IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 24 AM 10:17

DATED: December 20, 1996

**TRG BRICKELL, LTD.**, a Florida limited partnership

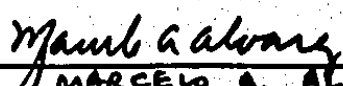
By: TRG Brickell, Inc., a Florida corporation, its sole general partner

By:   
ROBERTO S. ROCHA  
Its: Vice President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

MARCELO A. ALVAREZ hereby accepts his appointment as registered agent for **THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD.**, a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes, Section 607.0501.

DATED: December 20, 1996

  
MARCELO A. ALVAREZ

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 DEC 24 AM 10:17

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Roberto S. Rocha as Vice President of TRG BRICKELL, INC., a Florida corporation, as sole General Partner of TRG BRICKELL, LTD., a Florida limited partnership, as sole General Partner of THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$7,775,000.00.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

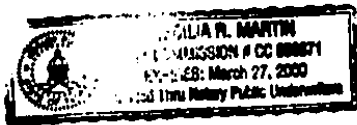
DATED: December 20, 1996

**TRG BRICKELL, LTD.**, a Florida limited partnership

By: TRG Brickell, Inc., a Florida corporation, its sole general partner

By: *Roberto S. Rocha*  
ROBERTO S. ROCHA  
Its: Vice President

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of December, 1996 by Roberto S. Rocha as Vice President of TRG BRICKELL, INC., a Florida corporation, as sole General Partner of TRG BRICKELL, LTD., a Florida limited partnership, as a General Partner of THE YACHT CLUB AT BRICKELL ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



*Cecilia R. Martin*  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires: