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12/27/96

FLORIDA DIVISION OF CORPORATIONS
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(((M96000018088 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
CONTACT: ANDRE MARIE LA PERLA
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: WHISKEY CREEK DEVELOPMENTS, LTD.

AUDIT NUMBER.....M96000018088

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

DEL.METHOD.. FAX

EST.CHARGE.. \$140.00

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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Acknowledgment	CR
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OF
WHISKEY CREEK DEVELOPMENTS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Whiskey Creek Developments, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is Suite 1B, Anglers Plaza, 870 Bald Eagle Drive, Marco Island, Florida 34145.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Whiskey Creek Developments, Inc. at Suite 1B, Anglers Plaza, 870 Bald Eagle Drive, Marco Island, Florida 34145.

4. The name of the General Partner of the Partnership is Whiskey Creek Developments, Inc. *896 0000 86596* and the business address of the Partnership is Suite 1B, Anglers Plaza, 870 Bald Eagle Drive, Marco Island, Florida 34145.

5. A mailing address for the Partnership is as follows:

Suite 1B, Anglers Plaza, 870 Bald Eagle Drive, Marco Island, Florida 34145.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McCloskey, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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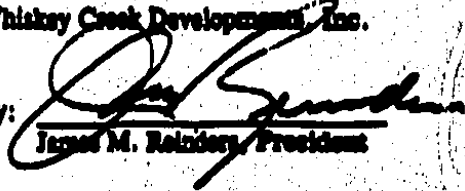
6. The latest date upon which the Partnership is to dissolve is December 31, 2026.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate
this 26 day of December, 1996.

GENERAL PARTNER:

Whiskey Creek Development, Inc.

By:


James M. Reinders, President

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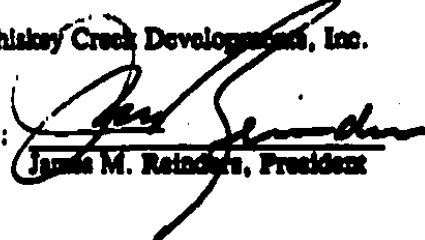
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of Whiskey Creek Developments, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

Whiskey Creek Developments, Inc.

By:


James M. Reinhardt, President

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
WHISKEY CREEK DEVELOPMENTS, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of Whiskey Creek Developments, Ltd. ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partners' contributions to the Partnership total \$500.00 at this time and it is not anticipated that future contributions of limited partners will be made.

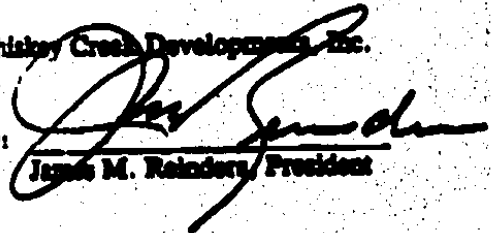
It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

Whiskey Creek Developments, Inc.

By:


James M. Reinhard, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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SENT BY: RUDEN MCCLOSKEY

112-27-96 11:06AM

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WHISKEY CREEK DEVELOPMENTS, INC.
277 North Collier Boulevard, 2nd Floor
Marco Island, Florida 33937

December 23, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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DIVISION OF CORPORATIONS
96 DEC 27 PM 12:03

Re: Whiskey Creek Developments, Ltd. ("Limited Partnership")

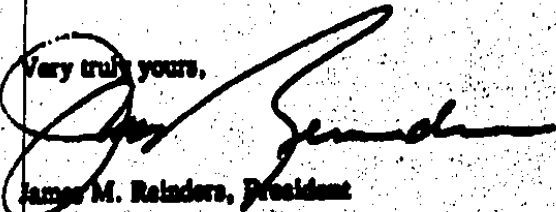
Dear Sir or Madam:

It is the intent of this letter to show a connection between the above referenced limited partnership and Whiskey Creek Developments, Inc. ("Corporation"). As you can see from the attached Certificate of Limited Partnership, this Corporation is the sole general partner of the limited partnership. I am also the incorporator and registered agent of the Corporation.

Based upon the above connections, it is our desire that you allow us to file this Certificate of Limited Partnership for Whiskey Creek Developments, Ltd.

Thank you for your assistance in this matter.

Very truly yours,


James M. Reinders, President

Attachments

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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