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97 SEP 29 PM 2:06

ACCOUNT NO. : 072100000032

REFERENCE : 546699 4329479

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 156.80

ORDER DATE : September 29, 1997

ORDER TIME : 11:38 AM

ORDER NO. : 546699-005

CUSTOMER NO: 4329479

800002306158--5

CUSTOMER: Robin K. Graham, Legal Asst  
BAKER & HOSTETLER SUNTRUST  
CENTER SUITE 2300  
200 South Orange Avenue  
Po Box 112  
Orlando, FL 32802-0112

## DOMESTIC FILING

NAME: THE PALMS COUNTRY CLUB AND  
RESORT, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability	<u>KWM</u>	PLAIN STAMPED COPY
Document Examiner	<u>KWM</u>	CERTIFICATE OF GOOD STANDING
Updater	K	
Updater Verifier	KWM	
Acknowledgement	KWM	
Printer	KWM	

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE PALMS COUNTRY CLUB AND RESORT, LTD.  
A FLORIDA LIMITED PARTNERSHIP

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is THE PALMS COUNTRY CLUB AND RESORT, LTD., a Florida limited partnership.

2. The business address of the limited partnership is 7951 Fantasy Heights Boulevard, Celebration, Florida 34747.

3. The name and address of the Registered Agent for service of process on the limited partnership is A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

4. The mailing address of the limited partnership is 7951 Fantasy Heights Boulevard, Celebration, Florida 34747.

5. The latest date upon which the limited partnership is to be dissolved is December 31, 2047.

6. The name and business address of the sole General Partner is:

The Palms Country Club and Resort Inc. - 894-86368  
7951 Fantasy Heights Boulevard  
Celebration, Florida 34747


The execution of the Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

Signed this 26th day of September, 1997.

**"General Partner"**

The Palms Country Club and Resort  
Inc., a Florida corporation

By: \_\_\_\_\_

  
Jeffrey C. Unnerstall  
President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for THE PALMS COUNTRY CLUB AND RESORT, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, by and through its duly elected officer, on behalf of the limited partnership, hereby agrees to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

**"Registered Agent"**

A.G.C. Co.

By: 

Richard T. Fulton  
Vice President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole General Partner of THE PALMS COUNTRY CLUB AND RESORT, LTD., a Florida limited partnership, hereby certifies as follows:

1. The total amount of capital contributions to date of the limited partners is \$9,900.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$9,900.00.

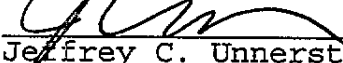
Signed this 26th day of September, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

**"General Partner"**

The Palms Country Club and Resort  
Inc., a Florida corporation

By:   
Jeffrey C. Unnerstall  
President

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