



THE UNITED STATES
CORPORATION
COMPANY

A97000002271

ACCOUNT NO. : 072100000032

REFERENCE : 572226 3487A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ ~~500.00~~ *PPD*

ORDER DATE : October 21, 1997

ORDER TIME : 12:04 PM

ORDER NO. : 572226-010

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:50

100002327991-1
-10/23/97-01051-026
***1840.00 ***1840.00

DOMESTIC FILING

NAME: WATER CLUB II LIMITED
PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

G. TAX OVERPAYMENT 2.50
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1,840.00
N. BANK
BALANCE DUE
REFUND

10/21/97
RECEIVED
97 OCT 21 PM 1:21
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP OF
WATER CLUB II LIMITED PARTNERSHIP
a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

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OCT 21 11:50 AM '97

1. Name of Partnership. The name of the Partnership is as follows:

Water Club II Limited Partnership

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

1245 Gulf of Mexico Drive
Sarasota, Florida 34228

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Michael J. Furen, Esq.
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Hanover Properties, Inc., a Florida corporation
1281 Gulf of Mexico Drive
Sarasota, Florida 34228

P97 00008980

5. Mailing Address. The mailing address of the Partnership is as follows:

1245 Gulf of Mexico Drive
Sarasota, Florida 34228

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is January 1, 2003.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been

executed by Jerome V. Ansel, President of Hanover Properties, Inc., a Florida corporation, as general partner of Water Club II Limited Partnership, this 20th day of October, 1997.

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Hanover Properties, Inc., a Florida Corporation, general partner of Water Club II Limited Partnership, a Florida limited partnership

By: 

Jerome V. Ansel

Its: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Jerome V. Ansel, President of Hanover Properties, Inc., a Florida corporation, general partner of Water Club II Limited Partnership, a Florida limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$17,000,000.
2. The limited partners anticipate making additional capital contributions to the Partnership of \$ -0-.

This 20th day of October, 1997.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

Hanover Properties, Inc., a Florida Corporation,
general partner of Water Club II Limited
Partnership, a Florida limited partnership

By: _____

Jerome V. Ansel
Its: President

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jerome V. Ansel, President of Hanover Properties, Inc., general partner of Water Club II Limited Partnership, known to me and known by me to be the person who executed the foregoing Instrument, and he acknowledged to me and before me that he executed this Instrument as president of the general partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of October, 1997.

H. M. B.
Notary Public
State of Florida at Large

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Water Club II Limited Partnership, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

A handwritten signature in black ink, appearing to be "Michael J. [unclear]", is written over a horizontal line.