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10/24/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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(((H970000177307)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: MD MARINA LTD.

AUDIT NUMBER......H97000017730

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

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EST, CHARGE. \$1,846.25

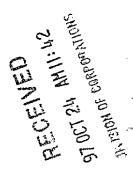
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FAX

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

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:



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CERTIFICATE OF LIMITED PARTNERSHIP OF MD MARINA LTD. 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:

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

MD Marina Ltd.

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

777 S. Flagler Drive, Suite 500E West Palm Beach, Florida 33401

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

Valdes-Fauli Corporate Services, Inc. 777 S. Flagler Drive, Suite 500E West Palm Beach, Florida 33401

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

MD Marina Corp. Qqn-41436 c/o Michael E. Rosen The Rosen Development Group, Inc. 550 Mamaroneck Avenue Harrison, New York 10528

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

c/o Michael E. Rosen The Rosen Development Group, Inc. 550 Mamaroneck Avenue Harrison, New York 10528

Hugh William Perry, Esq.
FL Bar # 603600
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Drive, Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

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6. <u>Latest Date Upon Which Partnership Is To Dissolve.</u> The latest date upon which the Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Michael E. Rosen, Vice President of MD Marina Corp., a Florida corporation, as general partner of MD Marina Ltd., this 250 day of October, 1997.

MD Marina Corp., a Florida Corporation, general partner of MD Marina Ltd., a Florida limited partnership

Michael E. Rosen

its: Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Michael E. Rosen, Vice President of MD Marina Corp., a Florida corporation, general partner of MD Marina Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

- The total amount of capital contributions of the limited partners to the Partnership is \$1,199,500.
- 2. The limited partners anticipate making additional capital contributions to the Partnership of \$500,000.

This 23rd 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.

MD Marina Corp., a Florida Corporation, general partner of MD Marina Ltd., a Florida limited partnership

Michael E. Rosen

Its: Vice President

STATE OF Westchester) ss.

The foregoing instrument was acknowledged before me this 22 day of October, 1997, by Michael E. Rosen, Vice President of MD Marina Corp., a Florida corporation, general partner of MD Marina Ltd., a Florida limited partnership. The above-named individual [X] is personally known to me, or [] has produced the following identification ______ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

ELIZABETH PIERDILUCA
Notary Public, State of New York
OFF No. 60-3101067
Qualified in Westchaster County
Commission Expires Jan. 31, 1983

Print Name: Elizabeth Pierdilaca.

Commission Number: 01PE 3101067

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MD Marina Ltd., 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:

VALDES-FAULI CORPORATE

SERVICES/ INC.

Kenneth S. Beall, Jr., Vice President

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