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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

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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

3. 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

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

MD Marina Corp. 997-91438  
c/o Michael E. Rosen  
The Rosen Development Group, Inc.  
550 Mamaroneck Avenue  
Harrison, New York 10528

5. 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. Latest Date Upon Which Partnership Is To Dissolve. 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 23<sup>rd</sup> day of October, 1997.

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

By: M. E. Rosen  
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:


1. 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 23<sup>rd</sup> 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

By:   
Michael E. Rosen  
Its: Vice President

STATE OF New York )  
COUNTY OF Westchester ) ss.

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> 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  
O.P.E. No. 60-3101067  
Qualified in Westchester County  
Commission Expires Jan. 31, 1998

  
Print Name: Elizabeth Pierdiluca  
NOTARY PUBLIC  
Commission Number: O.P.E. 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.**By: 

Kenneth S. Beall, Jr., Vice President

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