



THE UNITED STATES  
CORPORATION  
COMPANY

# A97000002365

ACCOUNT NO. : 072100000032

REFERENCE : 583605 86019A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 30, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 583605-005

CUSTOMER NO: 86019A

CUSTOMER: Norman S. Weider, Esq  
NORMAN S. WEIDER, ESQ

Suite 3910  
100 S.e. 2nd Street  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:45

400002336044-5  
-11/03/97-01066-024  
\*\*\*1846.25 \*\*\*1846.25

DOMESTIC FILING

NAME: GOVERNOR'S LODGE DEVELOPERS,  
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

G. TAX  
FILING 1750.00  
R. AGENT FEE 35.00  
C. COPY 61.25  
TOTAL \$ 1846.25  
N. BANK  
BALANCE DUE  
REFUND

RECEIVED  
97 OCT 30 AM 11:36  
DIVISION OF CORPORATION

BK 10/30/97

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GOVERNOR'S LODGE DEVELOPERS, LTD.  
a Florida limited partnership**

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The undersigned, as a duly authorized officer of GOVERNOR'S LODGE ASSOCIATION, INC., the General Partner, which desires to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the partnership is **GOVERNOR'S LODGE DEVELOPERS, LTD.** (the "Partnership").

2. The mailing address and location of the office of the Partnership is 131 Madeira Avenue, Coral Gables, Florida 33134.

3. The name and address of the agent for service of process on the Partnership is Norman S. Weider, Esq., 100 S.E. 2nd Street, Suite 3910, Miami, Florida 33131.

4. The name and business address of the General Partner is as follows:

**GOVERNOR'S LODGE ASSOCIATION, INC.**  
131 Madeira Avenue  
Coral Gables, Florida 33134

pa7000049677

5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

6. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to the real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

Name of Preparer:

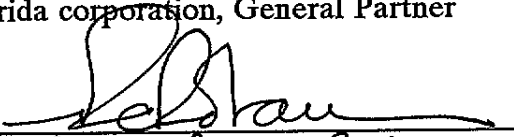
Norman S. Weider, Esq.  
100 S.E. 2nd Street - Suite 3910  
Miami, FL 33131  
Florida Bar No. 150388

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by a duly authorized officer of GOVERNOR'S LODGE ASSOCIATION, INC., the General Partner of GOVERNOR'S LODGE DEVELOPERS, LTD. this 29th day of October, 1997.

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GOVERNOR'S LODGE ASSOCIATION, INC., a  
Florida corporation, General Partner

By:

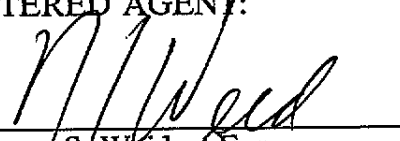
  
RAOUL ROBAY, President

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GOVERNOR'S LODGE DEVELOPERS, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Norman S. Weider, Esq., on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By:

  
Norman S. Weider, Esq.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared RAOUL ROBAU a duly authorized officer of GOVERNOR'S LODGE ASSOCIATION, INC., the General Partner of GOVERNOR'S LODGE DEVELOPERS, LTD., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certifies as follows:

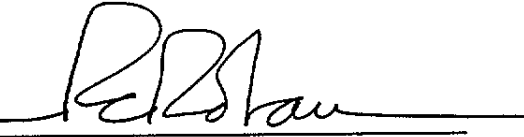
1. The amount of capital contributions made or anticipated to be made by the limited partners is \$500,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under 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.

General Partner:

GOVERNOR'S LODGE ASSOCIATION, INC., a  
Florida corporation

By:   
Raoul Robau, President


STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

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 RAOUL ROBAU, as a duly authorized officer of GOVERNOR'S LODGE ASSOCIATION, INC., the General Partner of GOVERNOR'S LODGE DEVELOPERS, LTD., known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me, under oath, that he executed this Affidavit as a duly authorized officer of GOVERNOR'S LODGE ASSOCIATION, INC., 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 29th day of October, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

 N. S. WEIDER  
COMMISSION # CC 340863  
EXPIRES JAN 29, 1998  
Atlantic Bonding Co., Inc.  
800-732-2245

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