



THE UNITED STATES
CORPORATION
COMPANY

A97000002785

ACCOUNT NO. : 072100000032

REFERENCE : 613932 7116986

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ 87.50

ORDER DATE : November 25, 1997

ORDER TIME : 4:35 PM

ORDER NO. : 613932-005

CUSTOMER NO: 7116986

CUSTOMER: Ms. Chris Evens
NOBLE HOUSE HOTELS & RESORTS

25 Central Way
Suite 400
Kirkland, WA 98033

FILED
97 NOV 26 PM 4:07
RECEIVED
97 NOV 26 AM 8:29
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: WESTGROUP OCEAN KEY, L.P.

EFFECTIVE DATE:

300002357319--0

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

11/26/97
BH



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

JON BOWLING
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: WESTGROUP OCEAN KEY, L.P.
Ref. Number: W97000026627

We have received your document for WESTGROUP OCEAN KEY, L.P. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Florida does not allow the use of "L.P." as a suffix for Florida limited partnerships. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

ALSO, the TOTAL REQUIRED to file this partnership is \$87.50. Please write a note or call us to authorize us to change the COST LIMIT amount on your cover sheet.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 997A00056494

RECEIVED
DEC 19 PM 2:02
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WESTGROUP OCEAN KEY, LTD.**

FILED
97 NOV 26 PM 4:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as organizer of a limited partnership pursuant to the provisions of Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such limited partnership:

1. The name of the Limited Partnership is WESTGROUP OCEAN KEY, LTD. (the "Limited Partnership").

2. (a) The address of the office of the Limited Partnership at which place the records required to be maintained under §620.105 Fla. Stat. shall be maintained is:

Westgroup Ocean Key, LTD.
Ocean Key House Suite Resort & Marina
Zero Duvall Street
Key West, FL 33040

(b) The name and address of the Limited Partnership's agent for service of process required to be maintained under §620.105, Fla. Stat. is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

(c) The name and address of the sole general partner is:

Westgroup Partner, Inc.
25 Central Way, Suite 400
Kirkland, WA 98033

F96000005406

(d) The mailing address for the Limited Partnership is:

c/o Westgroup Partner, Inc.
25 Central Way, Suite 400
Kirkland, WA 98033

(e) The term of the Limited Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until January 1, 2058, unless sooner terminated as provided in the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the undersigned general partner has hereunto executed this Certificate as of November 18, 1997.

GENERAL PARTNER:

WESTGROUP PARTNER, INC.
a California corporation

By: 

Name: Philip Brown
Title: Vice President

FILED
97 NOV 26 PM 4:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF WASHINGTON)
) cc
COUNTY OF KING)

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by Philip Brown, who is personally known to me as Vice President of Westgroup Partner, Inc., a California corporation, on behalf of that corporation.

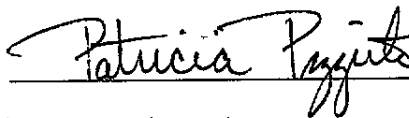


NOTARY PUBLIC, State of Washington
Print Name: Chris Evens
Residing At: Kirkland, WA
My commission expires: 11/15/00

ACCEPTANCE BY AGENT FOR SERVICE OF PROCESS

Having been named to accept service of process for the above limited partnership at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 11/25/97



AFFIDAVIT RE: CAPITAL CONTRIBUTIONS

STATE OF WASHINGTON)
) cc
COUNTY OF KING)

Before me, the undersigned authority, personally appeared Philip Brown as President of Westgroup Partner, Inc., a California corporation ("Affiant"), who after being first duly sworn, under oath, deposes and says:


1. Affiant is the duly appointed Vice President of Westgroup Partner, Inc., a California corporation ("GP").

2. GP is the sole general partner of a limited partnership to be formed under Florida Revised Uniform Partnership Act under the name Dolphin Marina Associates, Ltd.


3. The amount of the capital contribution and anticipated capital contribution of the limited partner is \$1,000.

4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the Laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

Further Affiant sayeth naught.



PHILIP BROWN as Vice President of
WESTGROUP PARTNER, INC. a
California corporation



NOTARY PUBLIC, State of Washington
Print Name: Chris Evens
Residing at: Kirkland, WA
My commission expires: 11/15/00