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FROM: CHERRY & SPENCER, P.A.
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NAME: THE CHAMPIONS CLUB AT ALAQUA LAKES, LTD.

AUDIT NUMBER.....H97000021117

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE CHAMPIONS CLUB AT ALAQUA LAKES, LTD.
a Florida limited partnership**

The undersigned general partner, desiring 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 Limited Partnership is: THE CHAMPIONS CLUB AT ALAQUA LAKES, LTD.
2. The business address of the Partnership is: 1704 Alaquia Lakes Boulevard, Longwood, FL 32779.
3. The name and address of the agent for service of process on the Partnership are: Kathryn B. Clayton, 7120 South Beneva Road, Sarasota, FL 34238.
4. The name and business address of the general partner is: Alaquia Champions, Inc., a Florida corporation, 1704 Alaquia Lakes Boulevard, Longwood, FL 32779.
5. The mailing address of the Partnership is: 1704 Alaquia Lakes Boulevard, Longwood, FL 32779.
6. The latest date upon which the limited partnership is to be dissolved is December 31, 2047.

THIS DOCUMENT WAS PREPARED BY
Richard G. Cherry, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Boulevard
Suite 600
West Palm Beach, Florida 33401
(561) 471-7767
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Florida Bar No.: 303860

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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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of The Champions Club at Alaquá Lakes, Ltd.

ALAUQUA CHAMPIONS, INC.,
a Florida corporation,
General Partner

By: Kathryn B. Clayton
Kathryn B. Clayton, Vice President

Date: Dec. 22, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Champions Club at Alaquá Lakes, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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

Kathryn B. Clayton
Kathryn B. Clayton

Date: Dec. 22, 1997

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AFFIDAVIT OF CAPITAL CONTRIBUTION**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned personally appeared John R. Peshkin, as President of Alaquia Champions, Inc., a Florida corporation, constituting the sole general partner of The Champions Club at Alaquia Lakes, Ltd., a Florida limited partnership, (hereinafter referred to as the "Partnership"), who, upon being duly sworn, certifies as follows:

1. The amount of the capital contributions of the limited partners to date is: \$3,231,516.69.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$9,697,884.00.

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**ALAUQUA CHAMPIONS, INC.,
a Florida corporation**

By: Kathryn B. Clayton
Kathryn B. Clayton, Vice President

Date: Dec 23, 1997

SWORN TO and subscribed to by Kathryn B. Clayton, as Vice President of Alaquia Champions, Inc., a Florida corporation, the general partner of The Champions at Alaquia Lakes, Ltd., who is personally known to me.

Patricia A. Crane
Notary Public

(Official Seal)



PATRICIA A. CRANE
My Commission CC567383
Expires Jul. 25, 2000

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