

12/30/97 TUE 15:03 FAX 9412630703

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CONTACT: CORINNE P MCCLURE  
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FAX #: (941) 263-0703

NAME: LAS PALMAS COLONY VILLAS, LTD.

AUDIT NUMBER.....H97000021365

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
LAS PALMAS COLONY VILLAS, LTD.

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is LAS PALMAS COLONY VILLAS, LTD. (the "Partnership").

2. The mailing address for the principal office of the Partnership in the State of Florida is located at 5100 Tamiami Trail N., Ste. 158, Naples, Florida, 34103, or at such other location in the State of Florida as the General Partners may determine from time to time. The name and address of the agent for service of process shall be Joel H. Schechter, Esq., c/o Cummings & Lockwood, 3001 Tamiami Trail North, Naples, Florida 34103.

3. The name and the business address of the general partner of the Partnership are LAS PALMAS COLONY VILLAS, INC., a Florida corporation and as "Managing General Partner" of the Partnership, with a business address at 5100 Tamiami Trail N., Ste. 158, Naples, Florida 34103. The name and the business address of the remaining general partner of the Partnership are BBC COLONY VILLAS, INC., a Florida corporation and as "General Partner" 2054 Trade Center Way, Naples, FL 34109. Collectively, the Managing General Partner and the General Partner are referred to herein as the "General Partners".

4. The latest date upon which the Partnership is to dissolve is December 31, 2017.

IN WITNESS WHEREOF, the undersigned have duly executed this certificate of Limited Partnership as of the 30<sup>th</sup> day of December, 1997.

LAS PALMAS COLONY VILLAS, INC.

By:   
Arthur A. Shafran, Its President

BBC COLONY VILLAS, INC.

By:   
Timothy P. Byal, Its President

Prepared by Aaron A. Farmer, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 0995053

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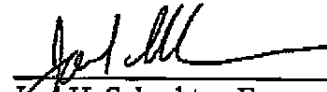
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I, Joel H. Schechter, Esq., having been designated to act as registered agent, hereby agree to act in such capacity.

  
\_\_\_\_\_  
Joel H. Schechter, Esq.  
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned constituting all of the general partners of LAS PALMAS COLONY VILLAS, LTD., a Florida limited partnership, certify:

The amount of capital contributed and anticipated to be contributed by the limited partners of LAS PALMAS COLONY VILLAS, LTD., to the Partnership is Two Million Dollars (\$2,000,000.00).

Signed this 30<sup>th</sup> day of December, 1997.

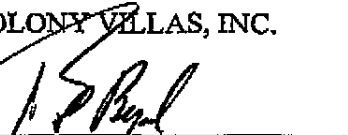
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

LAS PALMAS COLONY VILLAS, INC.

By:   
Arthur A. Shafran, Its President

BBC COLONY VILLAS, INC.

By:   
Timothy P. Byal, Its President

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Prepared by Aaron A. Farmer, Esq.  
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