

SENT BY: RUDEN MCCLOSKEY

; 1-23-98 1:54PM ;

305> Department of State: # 1

A98000000221

11/24/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:57 PM

((H97000019551 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: KENDALL RESORT HOTEL, LTD.

AUDIT NUMBER.....H97000019551

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 58

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$157.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 2:41

Name	Availability
Document	Examiner
Operator	
Updater	Verifier
Acknowledgement	DCC
W. P. Verifier	DCC

Same people  
have

P96000096410  
(Same address)

A98000000221

TC  
\$10,000.00

W97000026535

22-3709

11/23/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

November 25, 1997

SUSAN OSBORNE  
RUDEN MCCLOSKEY, SMITH SCHUSTER & RUSSELL  
P.O. BOX 1900  
FORT LAUDERDALE, FL 33301

SUBJECT: KENDALL RESORT HOTEL, LTD.  
REF: W97000026535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H97000019551  
Letter Number: 297A00056291

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

11/23/97 1:54 PM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1998

GRAND MAIN HOLDINGS, INC.  
425 BELLVUE AVENUE  
NEWPORT, RI 02840

Qualification documents for GRAND MAIN HOLDINGS, INC. were filed on January 23, 1998 and assigned document number F98000000407. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H98000001514.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form 99-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Michael Mays  
Document Specialist  
Division of Corporations

Letter Number: 798A00003876

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

B97000019551

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**KENDALL RESORT HOTEL, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Kendall Resort Hotel, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 9100 North Kendall Drive, Miami, Florida 33176.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Richard Wells, 9100 North Kendall Drive, Miami, Florida 33176.

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

**GENERAL PARTNER**

Grand Main Holdings, Inc.  
a Nevada corporation

**BUSINESS ADDRESS**

425 Bellvue Avenue  
Newport, Rhode Island 02840

F980000000407

5. A mailing address for the Partnership is as follows:

9100 North Kendall Drive  
Miami, FL 33176

6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

Prepared by: Glen A. Stanke, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H97000019551

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this Certificate this 11 day of Nov, 1997.

GENERAL PARTNER:

GRAND MAIN HOLDINGS, INC.

By: [Signature]  
Gary L. Moore, President

STATE OF MASSACHUSETTS

COUNTY OF BRISTOL

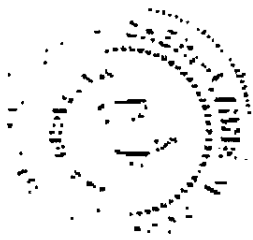
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Gary L. Moore, the President of Grand Main Holdings, Inc. a Nevada corporation, who is personally known to me or who has produced DRIVERS LICENSE identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of November, 1997.

[Signature]  
Signature of Notary Public

Cheri-Lynna M. Foss  
Typed or printed name of Notary Public

December 25, 2003  
Commission Number and Expiration Date




Prepared by: Glen A. Stankoe, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H97000019551

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Kendall Resort Holdings, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 20 day of November 1997.



  
Richard Wells

STATE OF FLORIDA

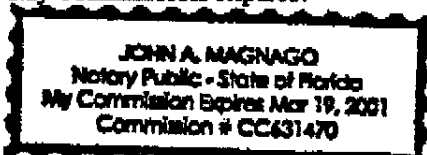
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Richard Wells, who is personally known to me or who produced \_\_\_\_\_ as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of November, 1997.

  
Notary Public Signature  
  
Typed or Printed Name of Notary

My commission expires:



Prepared by: Glen A. Stanke, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H97000019551

**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
KENDALL RESORT HOTEL, LTD.**

The undersigned, constituting the sole General Partner of Kendall Resort Hotel, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$10,000 and no additional capital contributions are obligated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

**GENERAL PARTNER:**

**GRAND MAIN HOLDINGS, INC.**

By:   
Gary L. Moore, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 2:41

Prepared by: Glen A. Stankee, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

H97000019551

STATE OF Massachusetts

COUNTY OF BRISTOL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Gary L. Moore, the President of Grand Main Holdings, Inc. a Nevada corporation, who is personally known to me or who has produced Drivers License as identification and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of November, 1997.

Cheri-Lynne M. Foss  
Signature of Notary Public

Cheri-Lynne M. Foss  
Typed or printed name of Notary Public

December 25, 2003  
Commission Number and Expiration Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 2:41

Prepared by: Glen A. Stanke, Esq., FL Bar #331848  
Ruden McClosky, et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660