

**CORPORATE  
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INC.**

**A98000000564**

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1.) Pier Club Investors, Ltd.  
(CORPORATE NAME & DOCUMENT #)

100002443611--4

-03/02/98--01027--004

\*\*\*\*280.00 \*\*\*\*148.75

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

DIVISION OF CORPORATION

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MTL 3/2/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF**

**PIER CLUB INVESTORS, LTD.,**  
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Pier Club Investors, Ltd.
2. The name and address of the agent for service of process of the Partnership is Neil S. Rollnick, c/o Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida, 33134.

3. The name and business address of the general partner is as follows:

CAPFIN, INC.,  
a Florida corporation

67 Prospect Avenue  
Suite 202  
West Hartford, CT 06106

98000019556

4. The principal mailing address of the Partnership is 67 Prospect Avenue, Suite 202, West Hartford, Connecticut, 06106.

5. The latest date upon which the Partnership shall dissolve is December 31, 2056.

6. The effective date of this Certificate of Limited Partnership shall be March 2, 1998.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by CAPFIN, Inc., the sole general partner of Pier Club Investors, Ltd., this 27<sup>th</sup> day of February, 1998.

GENERAL PARTNER:

CAPFIN, INC., a Florida corporation

By: Mark Shapiro  
Mark Shapiro, President

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Pier Club Investors, 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

By: \_\_\_\_\_

Neil S. Rollnick

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STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned personally appeared MARK SHAPIRO, President of CAPFIN, INC., a Florida corporation, being the sole general partner of Pier Club Investors, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

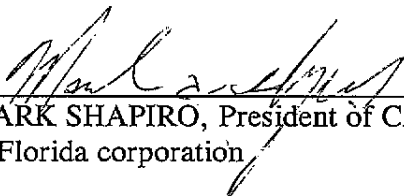
1. That amount of capital contribution to the Partnership made by the limited partners are as follows:

Mark Shapiro	\$ 990.00
Stephen Vecchitto	990.00

2. I do not anticipate any additional capital contributions to be contributed by the limited partners.

**FURTHER AFFIANT SAYETH NOT.**

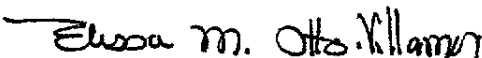
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

  
\_\_\_\_\_  
MARK SHAPIRO, President of CAPFIN, INC.,  
a Florida corporation

Date: February 27, 1998

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1998, by Mark Shapiro, as President of CAPFIN, Inc., a Florida corporation, the sole general partner of Pier Club Investors, Ltd., a Florida limited partnership. He is personally known to me or has produced a driver's license issued by the Department of Highway Safety and Motor Vehicles (insert other identification if applicable) as identification and did (did not) take an oath.

  
\_\_\_\_\_  
Print Name:  
Notary Public, State of Florida  
Serial No:  
My Commission Expires:

