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ACCOUNT NO. : 072100000032

REFERENCE : 741876 4311837

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 87.50

ORDER DATE : March 16, 1998

ORDER TIME : 12:54 PM

ORDER NO. : 741876-005

CUSTOMER NO: 4311837

CUSTOMER: Sheila L. Ardalan, Legal Asst
HALE & DORR

1455 Pennsylvania Avenue, N.W.
10th Floor
Washington, DC 20004

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 17 PM 3:39

DOMESTIC FILING

NAME: GREATER MIAMI GOLF PASS, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

A98-707

Name Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

DIVISION OF CORPORATION

98 MAR 17 PM 2:45

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GREATER MIAMI GOLF PASS, LTD

Greater Miami Golf Pass, Ltd., a limited partnership organized under the Florida Revised Uniform Limited Partnership Act (the "Act"), for the purpose of forming a limited partnership pursuant to Section 620.101-.192, does hereby set forth the following:

1. Name. The name of the limited partnership formed hereby is Greater Miami Golf Pass, LTD ("the Partnership").
2. Registered Office. The address of the registered office of the Partnership in the State of Florida is c/o Miami National Golf Club, L.C., 4601 Kendale Lakes Drive, Miami, Florida 33183, located in Dade County.
3. Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Florida is Miami National Golf Club, L.C., 4601 Kendale Lakes Drive, Miami, Florida 33183, located in Dade County.
4. General Partner. ^{F47-4275} The name and address of the general partner of the Partnership is Stonebrook Golf Club, Inc., c/o Miami National Golf Club, L.C., 4601 Kendale Lakes Drive, Miami, Florida 33183, located in Dade County.
5. Mailing Address. The mailing address for the Partnership is c/o Gotham Golf Partners, L.P., 8251 Greensboro Drive, Suite 850, McLean, Virginia 22102.
6. Duration. The latest date on which the L.P. is to dissolve and wind up its affairs is December 31, 2051.

EXECUTED as of March 12, 1998.

Greater Miami Golf Pass, Ltd.

By: Stonebrook Golf Club, Inc., its
sole general partner

By:


Mark McCagg
Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR

GREATER MIAMI GOLF PASS, LTD

The undersigned constituting all of the general partners of Greater Miami Golf Pass Ltd., a Florida limited partnership, certify:

1. The amount of capital contributions to the limited partnership as of the date hereof is \$100.00; and
2. The total amount contributed and anticipated at this time to be contributed by the limited partners totals \$7,500.00.

EXECUTED this 12th day of March, 1998.

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

Greater Miami Golf Pass, Ltd.

By: Stonebrook Golf Club, Inc., its
sole general partner

By:


Mark McCagg
Vice President

980317 11:33
STATE
CLERK OF COURT

FILED