8000000774 **Document Number Only** CT CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street 500002475365---04/01/98--01058--025 Address Tallahassee, FL 32301 222-1092 ****731.50 ****731.50 City State Phone **CORPORATION(S) NAME** () Profit () NonProfit () Amendment () Merger () Limited Liability Co. () Dissolution/Withdrawal () Foreign () Mark () Other UCC Filing (Delimited Partnership () Annual Report () Reinstatement () Reservation () Change of R.A.)Fic. Name () Certified Copy () Photo Copies () CUS () Call When Ready () After 4:30 () Call if Problem Walk In Pick Up () Mail Out Name Availability PLEASE RETURN EXTRASCOPIES MAR 25 1998 FILE STAMPED Document Examiner Updater Verifier

CR2E031 (1-89)

Acknowledgment

W.P. Verifier

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MELROSE PALM BEACH LTD.

1. Name of Limited Partnership:

Melrose Palm Beach Ltd.

2. Business Office Address:

312 S.E. 17th Street, Suite 300 Fort Lauderdale, Florida 33316

3. Name of Registered Agent for Service of Process:

SEA RANCH COMMUNITY DEVELOPMENT III, INC., a Delaware corporation

4. Florida's Street Address for Registered Agent:

Charles L. Palmer 312 S.E. 17th Street, Suite 300 Fort Lauderdale, Florida 33316

5. Acceptance by the Registered Agent for Service of Process.

Sea Ranch Community Development III, Inc.

Charles I. Balmon

Its: Chief Executive Officer

6. Mailing Address of Limited Partnership:

312 S.E. 17th Street, Suite 300 Fort Lauderdale, Florida 33316

7. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2047

ON TEST OF CORPORATIONS
ON 25 PM 2: WI

8. The name and business address of each General Partner:

- ENXIDORDISTON Sea Ranch Community Development III, Inc., a Delaware corporation

312 S.E. 17th Street, Suite 300 Fort Lauderdale, Florida 33316

Signed this 23 day of March, 1998

Sea Ranch Community Development III, Inc., General Partner

Its: Chief Executive Officer

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of Melrose Palm Beach Ltd., a Florida limited partnership, hereby certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$99,500
- 2. The total anticipated amount of the capital contributions that are allocated for the purposes of transacting business in Florida is \$99,500.

SECRETARY OF STATIONS DIVISION OF CORPORATIONS 98 MAR 25 PM 2: 41

FURTHER AFFIANT SAYETH NOT.

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

Signed this 2 day of March, 1998.

Sea Ranch Community Development III, Inc., General Partner

Its: Chief Executive Office

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