



THE UNITED STATES
CORPORATION
COMPANY

A98000000855

ACCOUNT NO. : 072100000032

REFERENCE : 767970 4332894

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ 735.00

ORDER DATE : April 3, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 767970-010

CUSTOMER NO: 4332894

CUSTOMER: Tom P. Clark, Esq
HENDERSON FRANKLIN STARNES &
HOLT, PA
1715 Monroe Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: MIRAGE ON THE GULF, LTD.

000002478280--7

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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
98 APR -3 PM 2:52

RECEIVED
98 APR -3 PM 12:09
DIVISION OF CORPORATION

B/K

4/3/98

FAX AUDIT NO.:

CERTIFICATE OF LIMITED PARTNERSHIP

1. MIRAGE ON THE GULF, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
 2. 171 Gray Street, Amherst, Massachusetts 01002-2015
(Business address of Limited Partnership)
 3. Corporation Services Company
(Name of Registered Agent for Service of Process)
 4. 1201 Hayes Street, Tallahassee, Florida 32301
(Florida street address for Registered Agent)
 5. Delorah R. Skipper, as agent
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
 6. 171 Gray Street, Amherst, Massachusetts 01002-2015
(Mailing Address of the Limited Partnership)
 7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2028
 8. Name(s) of general partner(s): LEVI-NIELSEN MIRAGE, INC. Street address: 171 Gray Street, Amherst, MA 01002-2015
- 898000030989*

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

Signed this 1st day of April, 19 98

Signature of all general partners:

Levi-Nielsen Mirage, Inc., General Partner

By:

Scott J. Nielsen
Scott J. Nielsen, President

Prepared by: THOMAS P. CLARK, ESQ.
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.:

FAX AUDIT NO.:

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of MIRAGE ON THE GULF, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 100,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals
\$100,000.00.

Signed this 1st day of April, 1998

FURTHER AFFIANT SAYETH NOT.

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

Levi-Nielsen Mirage, Inc., General Partner

By:

Scott J. Nielsen, President

FAX AUDIT NO.: