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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MARLA R MAYSTER
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NAME: PANTHERS RPN LIMITED

AUDIT NUMBER.....H98000007150

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1998

EDWARD L. RISTAINO, ESQ.
ONE S.E. 3RD AVE., 28TH FLOOR
MIAMI, FL 33131

SUBJECT: RPN LIMITED
REF: W98000008512

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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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000007150
Letter Number: 798A00020396

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is Panthers RPN Limited.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

450 East Las Olas Boulevard, Suite 1500
Ft. Lauderdale, FL 33301

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

American Information Services, Inc.
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131

IV. General Partner

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

68-200 Panthers Edgewater Resort, Inc.
450 East Las Olas Boulevard, Suite 1500
Ft. Lauderdale, FL 33301

Prepared by:
Edward L. Ristano, Esq.
One S. E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No.: 784877

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V. Mailing Address

The mailing address of the partnership is as follows:

450 East Las Olas Boulevard, Suite 1500
Ft. Lauderdale, FL 33301

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2097.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on April 15, 1998.

Panthers Edgewater Resort, Inc.,
a Florida corporation,
as general partner

By: _____

Name: William M. Pierce
Title: Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of Panthers RPN Limited, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Further affiant sayeth not.

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

Dated this 15 day of April, 1998.

Panthers Edgewater Resort, Inc.,
as general partner

By: _____

Name: William M. Pierce
Title: Vice President

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

Panthers RPN Limited with its place of business at 450 East Las Olas Boulevard, Suite 1500, Ft. Lauderdale, Florida 33301, has named American Information Services, Inc. at One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

Panthers Edgewater Resort, Inc.
as general partner

By: _____

Name: William M. Pierce
Title: Vice President

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Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this 15 day of April, 1998.

American Information Services, Inc.

By: Marla R. Mayster
Marla R. Mayster, Vice President