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Osborne & Osborne
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May 6, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-05/12/98--01004--003
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Re: Our File No. 98-21788
Marathon Resort & Marina, Inc./Formation of Corporation

Gentlemen:

Enclosed please find the following documents for filing:

- Two (2) originally signed Articles of Incorporation of MARATHON RESORT & MARINA, INC., together with a check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars, representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy of Filing	\$52.50

- One (1) signed original along with one (1) xerox copy of the Certificate of Limited Partnership of MARATHON RESORT & MARINA, LTD., together with a check in the amount of One Thousand Eight Hundred Thirty-Seven and 50/100 (\$1,837.50) Dollars, representing:

Filing Fees:	\$1,750.00
Registered Agent:	\$ 35.00
Certified Copy of Filing	\$ 52.50

FILED
98 MAY -8 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-21788-1202

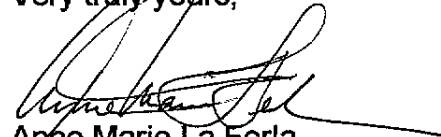
Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Corporate Records Bureau
Division of Corporations
May 6, 1998
Page 2

Please note that MARATHON RESORT & MARINA, INC. is General Partner of MARATHON RESORT & MARINA, LTD. Once both the Articles of Incorporation and the Certificate of Limited Partnership have been filed, please forward the certified documents to my attention. A prepaid Federal Express airbill along with an envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,



Anne Marie La Ferla
Legal Assistant

Enclosures
cc: Linda O. MacLaren

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
MARATHON RESORT & MARINA, LTD.
a Florida limited partnership**

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

**ARTICLE I.
Name of the Limited Partnership**

The name of the Limited Partnership is as follows:

MARATHON RESORT & MARINA, LTD.

**ARTICLE II.
Address of the Limited Partnership**

The address of the office of the Limited Partnership is as follows;

301 Yamato Road
Suite 3101
Boca Raton, FL 33432

**ARTICLE III.
Registered Agent and Registered Office**

The name and address of the agent for service of process on the Limited Partnership is as follows:

Morris Lewis Stoltz II
Suite 3101
301 Yamato Road
Boca Raton, FL 33432

**ARTICLE IV.
General Partner**

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

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Marathon Resort & Marina, Inc.
301 Yamato Road
Suite 3101
Boca Raton, FL 33432

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ARTICLE V.
Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

301 Yamato Road
Suite 3101
Boca Raton, FL 33432

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ARTICLE VI.
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2039 unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of Marathon Resort & Marina, Ltd., this 6 day of April, 1998.

General Partner

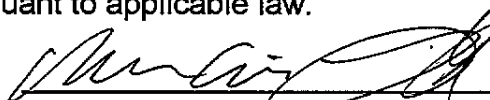
MARATHON RESORT & MARINA, INC.

By: 
Morris Lewis Stoltz, II, President

ACKNOWLEDGMENT

Pursuant to Section 620.195, Florida Statutes, the following is submitted:

Having been named to accept service of process for MARATHON RESORT & MARINA, LTD., a Florida limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth pursuant to applicable law.


Morris Lewis Stoltz, II

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Morris Lewis Stoltz, President of MARATHON RESORT AND MARINA, INC., the sole General Partner of Marathon Resort and Marina, Ltd., a Florida limited partnership (hereinafter referred to as Partnership), who states as follows:

1. The amount of capital contributions to the Partnership made by each limited partner, as of the date of this Affidavit, are as follows:

<u>Name</u>	<u>Contribution</u>
Stoltz Marathon Partners, G.P.	\$1,000.00
Marvin J. Rappaport	\$500.00
Melvyn E. Roth	\$500.00
TOTAL	\$2,000.00

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2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

<u>Name</u>	<u>Contribution</u>
Stoltz Marathon Partners, G.P.	\$0
Marvin J. Rappaport	\$0
Melvyn E. Roth	\$0
TOTAL	\$0

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

Marathon Resort and Marina, Inc., a Florida
corporation
General Partner

By: 
Morris Lewis Stoltz, II

State of Florida
County of Palm Beach

The foregoing instrument was subscribed, sworn to and acknowledged before me this 6th
day of April 1998, by Morris Lewis Stoltz, II of Marathon Resort and Marina, Inc., a Florida
corporation who is personally known to me or has shown _____ as
identification.



LINDA O. MACLAREN
My Commission CC500235
Expires Oct. 09, 1999

Linda O. McLaren
Notary Public

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