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DAVID B. WILLIAMS

June 9, 1998

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-06/12/98--01073--010
*****96.25 *****96.25

Re: Beach Sands Hotels, Ltd.

Dear Sir or Madam:

On behalf of our client, Beach Sands Hotels, Ltd., enclosed for filing please find its Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$96.25 for the filing fee and a Certificate of Status.

To evidence the Secretary of State's receipt of this letter and the referenced enclosures, I would appreciate your stamping the additional copy of this letter and returning it along with a Certificate of Status.

Please feel free to call me if you have any questions.

Sincerely,

Jennifer Riddle
Jennifer Riddle, Legal Assistant

jdr
enclosures
cc: Joseph G. Lubeck, Esq.
153748.1

Name	
Availability	<i>MTH</i>
Document Examiner	<i>MTH</i>
Updater	<i>MTH</i>
Updater Verifyer	<i>MTH</i>
Acknowledgement	<i>MTH</i>
W. P. Verifyer	<i>MTH</i>

1641-864

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 PM 1:44

CERTIFICATE OF LIMITED PARTNERSHIP
BEACH SANDS HOTELS, LTD.

This is a Certificate of Limited Partnership of BEACH SANDS HOTELS, LTD. (the "Partnership"), dated as of June 10, 1998. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is BEACH SANDS HOTELS, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is Mindy L. Carreja, Bush Ross Gardner Warren & Rudy, P.A., 220 S. Franklin Street, Tampa, Florida 33602.
3. The general partner of the Partnership is Beach Sands Hotels, Inc., 1245 Blackrush Drive, Tarpon Springs, Florida 34689.
4. The mailing address and principal place of business of the Partnership is 1245 Blackrush Drive, Tarpon Springs, Florida 34689..
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2040.

In witness whereof, the undersigned, the General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

Beach Sands Hotels, Inc.

By: Mindy L. Carreja
Mindy L. Carreja, Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9 day of June, 1998, under oath, by Mindy L. Carreja, as Manager of Beach Sands Hotels, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.



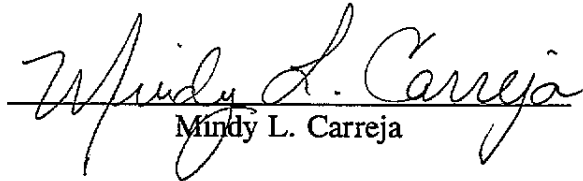
JENNIFER D. RIDDLE
COMMISSION # CC 490327
EXPIRES AUG 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Jennifer D. Riddle
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 PM 1:44

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.


Mindy L. Carreja

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DIVISION OF CORPORATIONS
98 JUN 12 PM 1:44

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE UNDERSIGNED, Mindy L. Carreja, being sworn, upon his oath, deposes and says:

1. I am the Manager of Beach Sands Hotels, Inc., the General Partner of Beach Sands Hotels, Ltd., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$100.00.

BEACH SANDS HOTELS, INC.

By: Mindy L. Carreja

Mindy L. Carreja, Manager

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9 day of June, 1998, under oath, by Mindy L. Carreja, as Manager of Beach Sands Hotels, Inc., a Florida Corporation, who is personally known to me or produced _____ as identification.



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