

SENT BY: RUDEN MCCLOSKY

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8/03/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: LISA A LANIUS
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: SUMMERLIN PARK INVESTMENTS, LTD.
AUDIT NUMBER.....H98000014286
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUMMERLIN PARK INVESTMENTS, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is SUMMERLIN PARK INVESTMENTS, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 870 Bald Eagle Drive, Suite 1B, Marco Island, Florida 34145.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is James M. Reinders, 870 Bald Eagle Drive, Suite 1B, Marco Island, Florida 34145.

4. The name of the General Partner of the Partnership is Summerlin Park Investments, Inc., and the business address of the Partnership is 870 Bald Eagle Drive, Suite 1B, Marco Island, Florida 34145. *998-66251*

5. A mailing address for the Partnership is 870 Bald Eagle Drive, Suite 1B, Marco Island, Florida 34145.

Prepared by: John L. Farquhar, Esq., FL Bar #0210579
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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6. The latest date upon which the Partnership is to dissolve is thirty years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 29th day of July, 1998.

GENERAL PARTNER:

SUMMERLIN PARK INVESTMENTS, INC.

By: 

James M. Reinders, President

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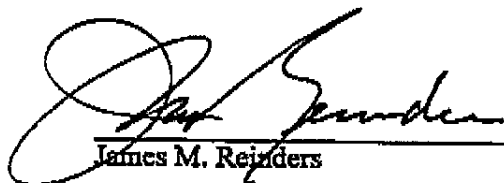
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of Summerlin Park Investments, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


James M. Reinders

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SUMMERLIN PARK INVESTMENTS, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of SUMMERLIN PARK INVESTMENTS, LTD. ("Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$600,200.00. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

SUMMERLIN PARK INVESTMENTS, INC.

By: 
James M. Reinders, President

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