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(City/State/Zip/Phone #)

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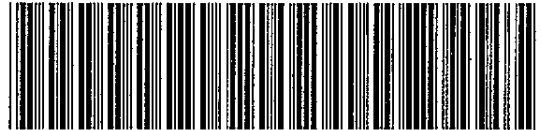
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tempus Resorts Realty, Ltd.
(Name of Limited Partnership)

The enclosed Supplemental Affidavit and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julie Riggs, Tax Department
(Name of Person)

Tempus Resorts Realty, Ltd.
(Firm/Company)

7380 Sand Lake Road, Suite 600
(Address)

Orlando, FL 32819
(City/State and Zip Code)

For further information concerning this matter, please call:

Julie Riggs at (407) 226-0442
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
20 FEB -4 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The undersigned general partners of

Tempus Resorts Realty, Ltd., a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 47,212,890.

This 31st day of December, 2004.

FURTHER AFFLIANT SAYETH NOT.

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

General Partner(s)

TPI Holdings, LLC, General Partner

By: 

Its: Chief Legal Officer

Fees:

\$7 per \$1000, based on additional
contributions

Minimum \$ 52.50

Maximum \$1750.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA