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FROM: FOLEY & LARDNER

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CONTACT: KAREN PETERSON

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: ST. CLOUD CLUB COURSE, LTD.

AUDIT NUMBER.....H98000015159

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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W. P. Verifier	<i>MBH</i>

Fax Audit No. H98000015159

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ST. CLOUD CLUB COURSE, LTD.,  
a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is St. Cloud Club Course, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 385 Highway 98 East, Suite 60, Destin, FL 32541.
3. The name and address of the agent for service of process upon the Partnership are Mitchell W. Legler, 300A Wharfside Way, Jacksonville, Florida 32207.
4. The name and business address of the General Partner of the Partnership are as follows:

Legendary St. Cloud, Inc.  
385 Highway 98 East, Suite 60  
Destin, FL 32541

- 904-98915*
5. The mailing address of the Partnership is 385 Highway 98 East, Suite 60, Destin, FL 32541.
  6. The latest date upon which the Partnership will dissolve is December 31, 2097.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of St. Cloud Club Course, Ltd. this 13<sup>th</sup> day of August, 1998.

GENERAL PARTNER:

LEGENDARY ST. CLOUD, INC., a Florida  
corporation

By: \_\_\_\_\_

Dwight C. Lorenzen, Vice President

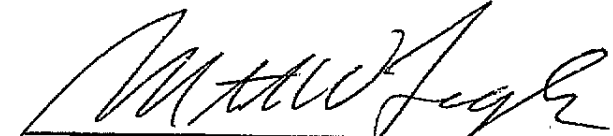
Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **ST. CLOUD CLUB COURSE, LTD.**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, **MITCHELL W. LEGLER**, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

  
Mitchell W. Legler

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STATE OF FLORIDA

COUNTY OF DUVAL

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared **DWIGHT C. LORENZEN**, the Vice President of **LEGENDARY ST. CLOUD, INC.**, the sole general partner of **ST. CLOUD CLUB COURSE, LTD.**, a Florida limited partnership (the "Partnership"), who, being by me duly sworn, certified as follows:

1. There have been no capital contributions made by limited partners as of the date hereof.
2. Capital contributions of \$ 10,000<sup>00</sup> are anticipated to be made by the limited partners of the Partnership.

FURTHER AFFLIANT SAYETH NOT.

The execution of this Affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 13<sup>th</sup> day of August, 1998.

**LEGENDARY ST. CLOUD, INC.**

By: *[Signature]* **U.P.**

Dwight C. Lorenzen, Vice President

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