

File No. S1373-28984

**A98000002061**

Florida Department of State

Division of Corporations

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Baywatch Realty Associates I, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP OF  
BAYWATCH REALTY ASSOCIATES I, LTD.

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby state the following:

1. The name of the partnership is: Baywatch Realty Associates I, Ltd.
2. The location of the principal place of business of the partnership is: 222 Lakeview Avenue, Sixth Floor, West Palm Beach, Florida 33401.
3. The name and location of the registered agent is as follows: Eugene L. Ciotoli, Esquire, 222 Lakeview Avenue, Sixth Floor, West Palm Beach, Florida 33401.
4. The names and business addresses of the General Partner is set forth below:  

Baywatch Realty Associates I, Inc. *P98-30282*  
222 Lakeview Avenue, Sixth Floor  
West Palm Beach, Florida 33401
5. The mailing address of the Partnership is: 222 Lakeview Avenue, Sixth Floor, West Palm Beach, Florida 33401.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.
7. The effective date of this Certificate of Limited Partnership shall be upon filing.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of Baywatch Realty Associates I, Ltd. this 3<sup>rd</sup> day of September, 1998.

GENERAL PARTNER:

BAYWATCH REALTY ASSOCIATES I, INC.

By:   
A. Russell Bobo, as President

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Jerald S. Bear, Esquire, Florida Bar No.  
310311

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Baywatch Realty Associates I, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, 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.

REGISTERED AGENT

By: Eugene L. Ciotoli  
Eugene L. Ciotoli, Esquire

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIPS**

*The undersigned constituting all of the general partners of BAYWATCH REALTY ASSOCIATES I, LTD., a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$7,500.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Signed this 3<sup>rd</sup> day of September, 1998.

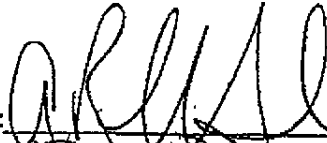
FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

BAYWATCH REALTY ASSOCIATES, I, LTD.  
a Florida limited partnership

By: BAYWATCH REALTY ASSOCIATES I, INC.

As: General Partner

By:   
A. Russell Bodd, as President

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