

A98000002192

USAGP SERVICES CORPORATION  
2188 Park Avenue North, Suite 300  
Winter Park, Florida 32789  
407.740.7886 Fax 407.740.6564

VIA FEDERAL EXPRESS

September 17, 1998

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

000002643290--6  
-09/18/98-01057-009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Magnolia Plantation Golf Club, Ltd.

Dear Sir or Madam:

Enclosed herewith for immediate filing with the State of Florida is the Certificate of Limited Partnership pertaining to Magnolia Plantation Golf Club, Ltd., along with our check #1072 in the amount of \$87.50 which includes a filing fee of \$52.50 and an agent fee of \$35.00.

We trust this is sufficient for filing. Please inform this office immediately if there is anything else that you require.

Very truly yours,



Richard C. Harkins  
President

Enclosures: Magnolia Plantation Golf Club, Ltd. Certificate of Limited Partnership  
USAGP Services Corporation check #1072

FILED  
98 SEP 18 AM 14:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A98-2192

Name	CE 9-2
Availability	
Document	
Examiner	
Updater	
Modifier	
Verifier	
Acknowledgement	
W. P. Verifier	

FILED  
98 SEP 18 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MAGNOLIA PLANTATION GOLF CLUB, LTD.  
A FLORIDA LIMITED PARTNERSHIP

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

1. The name of the limited partnership is MAGNOLIA PLANTATION GOLF CLUB, LTD., a Florida limited partnership.

2. The address of the office of the limited partnership is 2180 Park Avenue North, Suite 300, Winter Park, Florida 32789.

3. The name and address of the agent for service of process on the limited partnership is USAGP Services Corporation, 2180 Park Avenue North, Suite 300, Winter Park, Florida 32789.

4. The name and business address of the General Partner is:

USAGP SERVICES CORPORATION, a Florida corporation  
2180 Park Avenue North, Suite 300  
Winter Park, Florida 32789

99-106045

5. The mailing address of the limited partnership is 2180 Park Avenue North, Suite 300, Winter Park, Florida 32789.

6. The latest date upon which the limited partnership shall dissolve is twenty (20) years from the date of approval of this Certificate.

7. See attached Affidavit of the Limited Partner's capital contributions.

The execution of the Certificate by the undersigned general partner 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 the General Partner this 17 day of September, 1998.

"General Partner"

USAGP SERVICES CORPORATION  
a Florida corporation,

By:

Richard C. Harkins  
Richard C. Harkins, President

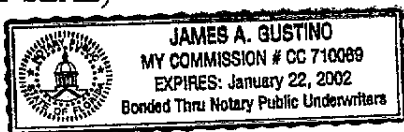
FILED  
98 SEP 18 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }  
COUNTRY OF ORANGE }

SWORN TO AND SUBSCRIBED before me this 17<sup>th</sup> day of SEPTEMBER, 1998, by Richard C. Harkins, as President of USAGP SERVICES CORPORATION, a Florida corporation, as General Partner of MAGNOLIA PLANTATION GOLF CLUB, LTD., a Florida limited partnership, on behalf of the Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
(Notary Signature)

(NOTARY SEAL)



(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MAGNOLIA PLANTATION GOLF CLUB, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the limited partnership, hereby agree to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

"Registered Agent"

USAGP SERVICES CORPORATION

By:

Richard C. Harkins  
Richard C. Harkins, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       }  
COUNTRY OF ORANGE    }

FILED  
98 SEP 18 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned personally appeared Richard C. Harkins, its President, on behalf of USAGP SERVICES CORPORATION, a Florida corporation, constituting the sole general partner of MAGNOLIA PLANTATION GOLF CLUB, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is as follows: \$100.00

2. The amount of additional capital contributions currently anticipated to be contributed by the limited partners is \$6,000.00.

FURTHER AFFIANT SAYETH NOT.

Under 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.

Dated: September 17, 1998.

"General Partner"

USAGP SERVICES CORPORATION  
a Florida corporation

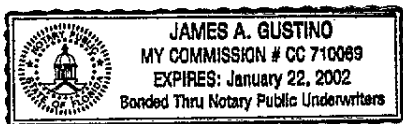
By: Richard C. Harkins

Richard C. Harkins, President

SWORN TO AND SUBSCRIBED before me this 17<sup>th</sup> day of SEPTEMBER, 1997, by Richard C. Harkins, as President of USAGP SERVICES CORPORATION, a Florida corporation, as General Partner of MAGNOLIA PLANTATION GOLF CLUB, LTD., a Florida limited partnership, on behalf of the Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
(Notary Signature)

(NOTARY SEAL)



\_\_\_\_\_  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_