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JOANN G. SLAY
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Weston, Florida 33327
Telephone 954-385-9120
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September 21, 1998

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*****94.50 *****94.50

Florida Department of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

RE: Kelco Ocean Point Hotels, Inc. AND Kelco Ocean Point, Inc.

Enclosed are the following:

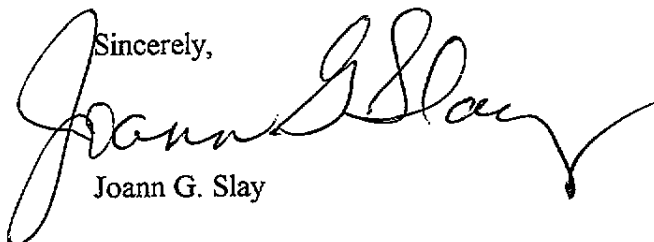
Original and one copy for certifying of Articles of Incorporation and Designation of Resident Agent for the above corporation, and Kelco's check for \$122.50.

Original and one copy for certifying of Certificate of Limited Partnership for the above partnership, and Kelco's check for \$94.50.

After filing, please return to me your statement of filing and certified copies of the Articles and the Certificate.

Thank you for your assistance in this matter. If you need further information, please call me.

Name Availability	
Document Examiner	Doc
Updater	enc.
Updater Verifier	
Acknowledgement	Doc
W. P. Verifier	Doc

Sincerely,

Joann G. Slay

Tc
\$ 500.00

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FILED
98 OCT -1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

KELCO OCEAN POINT, LTD.

ARTICLE I

The name of this limited partnership is Kelco Ocean Point, Ltd.

ARTICLE II

This limited partnership is organized for the purpose of purchasing, holding, developing, operating, owning and selling real estate and for transacting any and all lawful business.

ARTICLE III

The street address and mailing address of the principal office of this limited partnership is 973 Spoonbill Circle, Weston, Florida 33326, and the name of the initial registered agent of the limited partnership at that address is Kelley D. Slay.

ARTICLE IV

The name of the general partner of this limited partnership is Kelco Ocean Point Hotels, Inc., a Florida corporation, which has its principal office address at 973 Spoonbill Circle, Weston, Florida 33326.

ARTICLE V

The term of this limited partnership is thirty (30) years, which shall commence on the date of the filing of this certificate by the Florida Department of State.

Under penalty of perjury, the undersigned general partner executed this certificate this

28th day of September, 1998, certifying that the facts contained herein are true.

KELCO OCEAN POINT HOTELS, INC.

BY: Kelley D. Slay

Kelley D. Slay, President

FILED
OCT - 1 AM 11:40
CLERK OF STATE
TALLAHASSEE, FLORIDA
998000085526

**AFFIDAVIT NAMING LIMITED PARTNERS OF
KELCO OCEAN POINT, LTD.**

In pursuance of Chapter 620, Florida Statutes
the following is submitted in compliance with said Act:

State of Florida
County of Broward

BEFORE ME, the undersigned authority, personally appeared Kelley D. Slay, who by me first duly sworn, deposes and says:

1. Affiant is the President of Kelco Ocean Point Hotels, Inc., which is the general partner of Kelco Ocean Point, Ltd.

2. The limited partners of Kelco Ocean Point, Ltd., their mailing addresses and the amount of the capital contribution of each are:

Richard J. Spillett, 17 Dunbar Circle, Palm Beach Gardens, FL 33418
\$250


Kelley D. Slay, 973 Spoonbill Circle, Weston, FL 333226
\$250

Executed this 28th day of September, 1998.



KELLEY D. SLAY

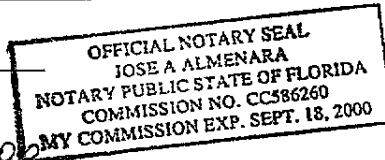
SWORN TO AND SUBSCRIBED before me
this 28th day of September, 1998, by Kelley D. Slay, who is personally known to me, or who has
produced Florida Drivers License as identification.


NOTARY PUBLIC, State of Florida at Large

Print Name: Jose Almenara

My Commission expires: Sept. 18th 2000

Commission No. _____



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98 OCT -1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF
PROCESS IN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.**

In pursuant of Chapter 620, Florida Statutes
the following is submitted in compliance with said Act:

That Kelco Ocean Point, Ltd., desiring to organize under the law of the State of Florida with its principal office located at 973 Spoonbill Circle, Weston, Broward County, Florida 33326, has named Kelley D. Slay at that address as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named limited partnership, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KELLEY D. SLAY

FILED
98 OCT -1 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA