



**THE UNITED STATES
CORPORATION
COMPANY**

A99000000804

ACCOUNT NO. : 072100000032

REFERENCE : 247449 6519A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 20 PM 1:30

ORDER DATE : May 20, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 247449-005

CUSTOMER NO: 6519A

CUSTOMER: Douglas Bowdoin, Esq
SMITH MACKINNON GREELEY
SMITH MACKINNON GREELEY
P. O. Box 2254

Orlando, FL 32802-2254

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-05/20/99--01045--006
***1750.00 ***1750.00

35200

LP-35

DOMESTIC FILING

NAME: GALLERIA PORTOFINO PARTNERS,
LTD.

EFFECTIVE DATE:

994A00027987

(4)

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 20 PM 1:29

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*****35.00 *****35.00

BR
5/20/99

RECEIVED
MAY 20 AM 10:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS
CORPORATE SERVICES, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
GALLERIA PORTOFINO PARTNERS, LTD.**

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1. The name of the limited partnership is Galleria Portofino Partners, Ltd.
2. The business address of the limited partnership is 671 West Front Street, Suite 210, Celebration, Florida 34747.
3. The name and address of the agent for service of process is:

Octavio Gomez
671 West Front Street, Suite 210
Celebration, FL 34747
4. The general partner of the limited partnership is Galleria Portofino, Inc., which has a business address of 671 West Front Street, Suite 210, Celebration, FL 34747.
5. The mailing address for the limited partnership is 671 West Front Street, Suite 210, Celebration, FL 34747.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2100.

Signed this 5/19 day of May, 1999, by Galleria Portofino, Inc., sole general partner of Galleria Portofino Partners, Ltd.

GALLERIA PORTOFINO, INC.,
a Florida corporation, as sole general partner of
Galleria Portofino Partners, Ltd.

By


Octavio Gomez, as President

**CERTIFICATE OF GALLERIA PORTOFINO PARTNERS, LTD.
DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

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PURSUANT to Sections 620.105, 620.108, and 620.192 of the Florida Statutes, the following is submitted in compliance with the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Sections 620.101, *et seq.*:

Galleria Portofino Partners, Ltd., desiring to organize under the laws of the State of Florida, has named as Registered Agent, Octavio Gomez, and Registered Office at 671 West Front Street, Suite 210, Celebration, Florida 34747, to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 5/19 day of May, 1999.

By


Octavio Gomez

AFFIDAVIT OF CAPITAL CONTRIBUTION

State of Florida
County of Osceola

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BEFORE ME, the undersigned authority, the undersigned being the sole general partner of Galleria Portofino Partners, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,250,000.00.

FURTHER AFFIANT SAYETH NOT.

GALLERIA PORTOFINO, INC.,
a Florida corporation, as sole general partner of
Galleria Portofino Partners, Ltd.

By

Octavio Gomez
Octavio Gomez, as President

Sworn to and subscribed before me this 19th day of May, 1999, by Octavio Gomez, as President of Galleria Portofino, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Cynthia L. Tassi
Signature of Notary Public

Cynthia L. Tassi
Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires: _____

