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FLORIDA LIMITED PARTNERSHIP

TAXS.

The Marina at Marina Bay, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE MARINA AT MARINA BAY, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is THE MARINA AT MARINA BAY, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 13651 N.W. 4<sup>th</sup> Street, Pembroke Pines, Florida 33028.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Marina at Marina Bay, Inc., 9700 S.W. 145 Street, Miami, Florida 33177.

4. The name of the General Partner of the Partnership is Marina at Marina Bay, Inc. and the business address of the Partnership is 13651 N.W. 4<sup>th</sup> Street, Pembroke Pines, Florida 33028.

5. A mailing address for the Partnership is 13651 N.W. 4<sup>th</sup> Street, Pembroke Pines, Florida 33028.

Prepared by: Barry E. Somerstein, Esq., FL Bar #0212563  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. All of the Partnership's acts and decisions shall be authorized by the written consent of the General Partner.

IN WITNESS WHEREOF, the undersigned, being the General Partner of the Partnership, has duly executed this Certificate of Limited Partnership of The Marina at Marina Bay, Ltd., this 6th day of July, 1999, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

MARINA AT MARINA BAY, INC.

By: 

Jeff Prantzman, Vice President

Prepared by: Barry E. Somerstein, Esq., FL Bar #0212563  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of The Marina at Marina Bay, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

MARINA AT MARINA BAY, INC.

By: 

Jeff Frantzmann, Vice President

Prepared by: Barry E. Somerstein, Esq., FL Bar #0212363  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
THE MARINA AT MARINA BAY, LTD.**

BEFORE ME, the undersigned, constituting the sole General Partner of THE MARINA AT MARINA BAY, LTD. ("Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$100.00. No additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

MARINA AT MARINA BAY, INC.

By: 

Jeff Frantzman, Vice President

Prepared by: Barry E. Somerstein, Esq., FL Bar #0212563  
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