



THE UNITED STATES
CORPORATION
COMPANY

A99000001697

ACCOUNT NO. : 072100000032

REFERENCE : 415404

AUTHORIZATION :

COST LIMIT : ~~PPD~~ PPD (2 checks)

ORDER DATE : 10-15-99

ORDER TIME :

ORDER NO. : 415404

CUSTOMER NO:

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION
99 OCT 15 PM 4:44

FILING

NAME: Edgewater Country Club, Ltd.

EFFECTIVE DATE: _____

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

EXAMINER'S INITIALS

700003016267-4

-10/18/99-01002-020

*****70.00

700003016267-4

-10/18/99-01002-021

*****35.00

B/C 10/15/99

Certificate Of Limited Partnership
of
Edgewater Country Club, Ltd.

The undersigned hereby acknowledges, certifies and swears that it has formed a limited partnership (hereinafter called the "Partnership"), pursuant to Florida law (F.S.A. Section 620) and that:

1. The name of the Partnership is Edgewater Country Club, Ltd.
2. The business of the Partnership shall consist of:
 - a. To acquire 1100 acres of land in Osceola County for the purpose of improving and developing the property with residential home sites, golf courses, club houses and other related facilities and amenities, plus any other business the partnership shall decide is in its best interest to conduct.
3. The location of the principal place of business of the Partnership is in Palm Beach County, Florida, c/o Walter J. Mackey, Jr., 2247 Palm Beach Lakes Blvd., Suite 204, West Palm Beach, Florida 33409.
4. The name and address of the agent for service of process of the Partnership is:

Walter J. Mackey, Jr.
2247 Palm Beach Lakes Blvd., Suite 204
West Palm Beach, FL 33409

5. The mailing address of the Partnership is c/o Walter J. Mackey, Jr., 2247 Palm Beach Lakes Blvd., Suite 204, West Palm Beach, Florida 33409.
6. The Partnership commenced as of October 12, 1999 and shall be dissolved upon the earliest occurrence of any of the following events:
 - a) December 31, 2049.
 - b) A final order of dissolution by a court of competent jurisdiction; or
 - c) The adjudication of bankruptcy, legal incapacity, or insolvency of the General Partner; or
 - d) The sale or abandonment of the property of the Partnership.

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DIVISION OF CORPORATIONS
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7. The name of the General Partner of the Partnership and its address is as follows:

General Partner
Mackey Development, Inc.
2247 Palm Beach Lakes Blvd., Suite 204
West Palm Beach, FL 33409

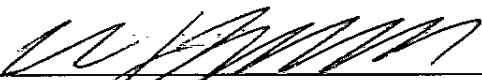
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8. The Initial Limited Partner of the Partnership is Walter J. Mackey, Jr.

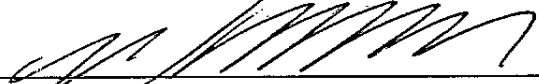
IN WITNESS WHEREOF, the Partners have executed and sworn to this Certificate on the
date set forth below.

MACKEY DEVELOPMENT, INC., a Florida
corporation
General Partner

By: 
Walter J. Mackey, Jr., President

Date: OCTOBER 12, 1999

INITIAL LIMITED PARTNER:


Walter J. Mackey, Jr.

Date: OCTOBER 12, 1999

Affidavit of Capital Contributions
of
Edgewater Country Club, Ltd.

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The undersigned General Partner of Edgewater Country Club, Ltd., a Florida Limited Partnership, certify as follows:

1. The amount of capital contributions to date of Limited Partner is \$10,000.00
2. The total amount contributed and anticipated to be contributed by the limited partner(s) at this time totals \$10,000.00. Amended Affidavits and Certificates will be filed if additional capital contributions are received.

Dated this 12th day of October, 1999.

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:
MACKEY DEVELOPMENT, INC.
a Florida corporation

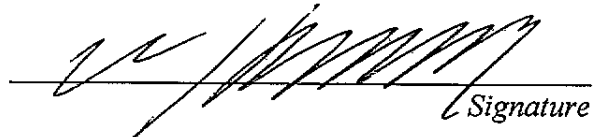
By: _____

Walter J. Mackey, Jr., President

Acceptance of Appointment
as Registered Agent
Edgewater Country Club, Ltd.

99 OCT 15
STATE OF
PENNSYLVANIA
REGISTRATION

Having been named as registered agent and to accept service of process for this 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 relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Signature

OCTOBER 12, 1999
Date