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FOREIGN LIMITED PARTNERSHIP

ST. JAMES CLUB LIMITED PARTNERSHIP

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA

1. ST. JAMES CLUB LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. May 27, 2004
(State of Formation) (Date of Formation)

5. CORPORATION SERVICE COMPANY
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Deborah D. Skipper Deborah D. Skipper
(Agent must sign on this line) Asst. V. Pres.

8. 2711 Centerville Road, Suite 400
Wilmington, DE 19808
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
St. James Club GP Limited Partnership	250 S. Australian Avenue, Suite 1003
#B04000000248	West Palm Beach, FL 33401

10. 250 S. Australian Avenue, Suite 1003, W. Palm Beach, FL 33401
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 250 S. Australian Avenue, Suite 1003

West Palm Beach, FL 33401

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of June, 2004

General Partner

STATE OF Florida

COUNTY OF Palm Beach

On this 10th day of June, 2004

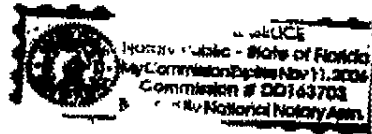
Adam Schlesinger personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Irma Basevica
(Notary Public Signature)

IRMA BASEVICA
(Notary's Printed Name)



Seal

My Commission Expires: 11/11/06

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Adam Schlesinger, on behalf of
a general partner of St. James Club Limited Partnership, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 6,800,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 6,800,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of June, 2004

[Signature]
General Partner

STATE OF Florida

COUNTY OF Palm Beach

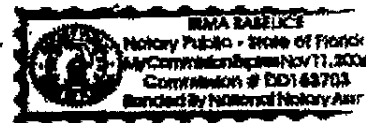
On this 10th day of June, 2004

Adam Schlesinger, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

IRMA BASELICE
(Notary's Printed Name)



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