

B96000000021

Greenspoon Marder Hirschfeld & Rafkin

Professional Association

Trade Centre South • Suite 700
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309
(305) 491-1120 • Dail (305) 947-2240
Fax (305) 771-9264

William Berger
Gregory J. Wodig
Richard W. Epstein
Michael R. Flam
Gerald Greenspoon
Neal W. Hirschfeld
David Jankowitz
Victor S. Kline
David R. Lenox
Edmund O. Loos
Leonard Lubart

Michael E. Marder
Seth A. Marmor
Arthur C. Nelwirth
Glen Rafkin
Michael S. Ross
Marc E. Schwartz
Kenneth J. Sobel
Mark D. Thomson
Charles H. Webb
Stephanie A. Yelenosky

Orlando Office

SouthTrust Bank Building • Suite 1100
135 West Central Boulevard
Orlando, Florida 32801
(407) 425-6559
Fax (407) 420-1023

Reply to: Fort Lauderdale

December 26, 1995

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

400001674094
-12/29/95--01042--003
*****94.50 *****94.50

Re: Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
Our File No. 2716.001

Dear Madam/Sir:

Enclosed herewith is the Application referenced above together with our firm's Trust Account Check in the amount of \$94.50 which represents the filing fee.

Please call the undersigned should you have any questions in connection with this matter.

Very truly yours,

Greenspoon, Marder, Hirschfeld & Rafkin, P.A.

Kathy A. Varchal
Kathy A. Varchal

Assistant to Gerald Greenspoon

/kav

Enclosure

G:\GQ2716\SECSTAT1 002

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 JAN 11 AM 8:19

1-12-96 am
W960000000347

Overpaid
\$7.00

4789, 507, 671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1996

KATHY A. VARCHAL
GREENSPOON, MARDER, HIRSCHFELD & RAFKIN
100 WEST CYPRESS CREEK RD., STE. 700
FT. LAUDERDALE, FL 33309

SUBJECT: GULF ISLAND RESORT, L.P.
Ref. Number: W96000000347

We have received your document for GULF ISLAND RESORT, L.P. and your check(s) totaling \$94.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 796A00000602

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Gulf Island Resort, L.P., Ltd.

(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

(State of Formation)

4.

April 28, 1994

(Date of Formation)

5. Gerald Greenspoon, Esq.

(Name of Registered Agent for Service of Process)

6. 100 W. Cypress Creek Road, Suite 700

(Street Address of Registered Office)

Fort Lauderdale

(City)

, Florida

33309

(Zip Code)

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

[Signature]
(Agent must sign on this line)

8. 6040 Sea Ranch Drive, Hudson, Florida 33567

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Gulf Island Resort, Inc. 6040 Sea Ranch Drive, Hudson, Florida 33567

10. 6040 Sea Ranch Drive, Hudson, Florida 33567

(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 cancelled or withdrawn.

CONTINUED

12. 6040 Sea Ranch Drive

Hudson, Florida 33567
(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.

This day of 18, December, 19 95.

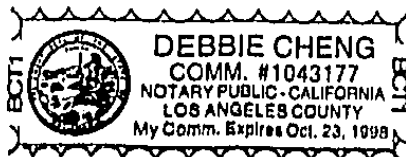
Kit Marchel, President
Kit Marchel, ~~President~~ General Partner

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On this 18th day of December, 19 95,
personally appeared before me, ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

FILED
96 JAN 11 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Debbie Cheng
(Notary Public Signature)

DEBBIE CHENG
(Notary's Printed Name)

Seal

My Commission Expires: Oct 23, 1998


**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Kit Marchel, President of Gulf Island Resort, Inc.
a general partner of Gulf Island Resort, L.P., a ^{Ltd}(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 \$ 100. ;
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.

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.

This 18 day of December, 19 95.



Kit Marchel, President
General Partner

FILED
96 JAN 11 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On this 18th day of December, 19 95,

personally appeared before me, ☒ who is personally known to me
☐ whose identity I proved on the basis of _____





(Notary Public Signature)

DEBBIE CHENG

(Notary's Printed Name)

Seal

My Commission Expires: Oct 23, 1998

B9600000000021

Requester's Name

Address

City/State/Zip

Phone #

400001923554
-08/15/96--01080--021
****175.00 ****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -6 PM 9:51

APPROVED
AND
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature]

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

GREENSPOON MARDER HIRSCHFELD, ET.AL.
TRADE CENTER SOUTH
SUITE 700, 100 WEST CYPRESS CREEK RD.
FT. LAUDERDALE, FL 33309

SUBJECT: GULF ISLAND RESORT, L.P., LTD.
Ref. Number: B96000000021

We have received your document for GULF ISLAND RESORT, L.P., LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 596A00039717

**RESIGNATION OF REGISTERED AGENT
FOR A LIMITED PARTNERSHIP**

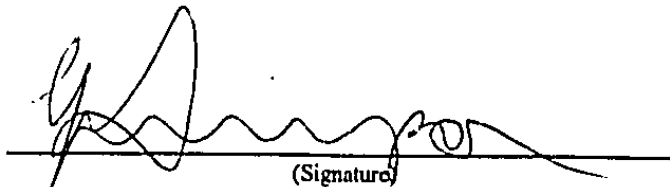
Pursuant to the provisions of section 620.1051(2), Florida Statutes, the undersigned,

Gerald Greenspoon, hereby
(Name of Registered Agent)

resigns as Registered Agent for Gulf Island Resort L.P., Ltd.
(Name of Limited Partnership)

A copy of this resignation was mailed to the above listed partnership at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.


(Signature)

APPROVED
AND
FILED
SEP - 6 PM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 87.50



FLORIDA DEPARTMENT OF STATE

Shirley R. Lofgren
Secretary of State

October 14, 1996

B9600000021

GULF ISLAND RESORT, L.P., LTD.
6040 SEA RANCH DR.
HUDSON, FL 33567

SUBJECT: GULF ISLAND RESORT, L.P., LTD.
Ref. Number: B9600000021

SUBJECT: GULF ISLAND RESORT, L.P., LTD.

Document #: B9600000021

Our records indicate the registered agent for the above named limited partnership resigned on September 6, 1996 and that this limited partnership does not have a registered agent designated.

Chapter 620, Florida Statutes, requires this office to give 60 days notice of our intent to revoke the authority of a limited partnership for failure to appoint and maintain a registered agent.

This letter is our notice of intent to revoke the authority of the above limited partnership 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is a registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office (904) 487-6050.

Carol Mustain
Corporate Specialist
Division of Corporations

Letter number: 796A00046694



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 19, 1996

GULF ISLAND RESORT, L.P., LTD
6040 SEA RANCH DRIVE
HUDSON, FL 33567

SUBJECT: GULF ISLAND RESORT, L.P., LTD.

Document #: B96000000021

Due to your failure to respond to our letter advising you of your limited partnership not maintaining a registered agent and giving 60 days notice of our intent to revoke the authority of the above limited partnership, this limited partnership is now revoked.

A Certificate of Revocation is enclosed.

If you have any questions concerning this matter, please call (904) 487-6050.

Carol Mustain
Corporate Specialist
Division of Corporations

Letter Number: 096A00056645



CERTIFICATE OF REVOCATION

The provision of section 620.178, Florida Statutes, which requires 60 days notice of a proposed revocation, have been met for GULF ISLAND RESORT, L.P., LTD., a Delaware limited partnership. This limited partnership's authority is hereby revoked as of December 19, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this limited partnership is B96000000021.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of December, 1996



CR2EO22 (1-95)

A handwritten signature in cursive script that reads "Sandra B. Northam".

Sandra B. Northam
Secretary of State