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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

56 JUN - 5 AM 10:05

THIRD STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Preferred Resort Main Gate, L.P., Limited Partnership

3000001862013
-06414796--01034--021
***1793.75 ***1793.75

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

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☒ CUS

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Verifier

Acknowledgment

W.P. Verifier

CR2E031 (1-89)

6/6/96

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G. TAX
GIVING 1750
R. AGENT FEE 30
COPY 0625
TOTAL 1293.75
N. BANK
BALANCE DUE
DEFEND

Florida Department of State, Jim Smith, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION
96 JUN -6 PM 10:06

1. PREFERRED RESORT MAIN GATE, L.P., 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 (State of Formation) 4. May 31, 1996 (Date of Formation)
5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Connie Bryant
(Officer must sign on this line)
CONNIE BRYANT
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)
8. 6900 E. 2nd Street, Scottsdale, Arizona 85251
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Preferred Resort Main Gate, Inc. 6900 E. 2nd Street, Scottsdale, AZ 85251
F96000002842
10. 6900 E. 2nd Street, Scottsdale, Arizona 85251
(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.
12. 6900 E. 2nd Street, Scottsdale, Arizona 85251
(Mailing Address of Limited Partnership)

This 4th day of June, 1996.

Paul Poer
General Partner

Preferred Resort Main Gate, Inc.
By: Paul Poer, Vice President

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of June, 1996, by Paul Poer (Name of General Partner) of Preferred Resort Main Gate, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Shirley J. Weeks

Notary Public

State of Florida at Large



(SEAL)

My Commission Expires:

2/25/98

96 JUN -6 AM 10:00
SECRETARY OF STATE
DIVISION OF RECORDS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Frank Orenstein, President of Preferred Resort Main Gate, Inc., a general partner of Preferred Resort Main Gate, L.P., 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 \$ 2,537,568.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,537,568.00.

This day of June, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

PREFERRED RESORT MAIN GATE, INC.

By Frank Orenstein, President

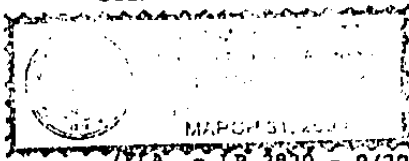
STATE OF ARIZONA
COUNTY OF MARICOPA
DATE June, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Frank Orenstein, President of Preferred Resort Main Gate, Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of June, 19 96.

Dina M. Westcott
Notary Public

Seal



(ELA. - LP 2828 - 9/20/90)

State of Arizona at Large
My Commission Expires:
Mar 31, 2000