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DIVISION OF CORPORATIONS
98 MAR -5 PM 4: 06

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***1837.50 ***1837.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bayshore Club L.P.

File 2nd

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 25, 1998

UCC FILING AND SERVICES

SUBJECT: BAYSHORE CLUB, L.P.
Ref. Number: W98000004254

*Resubmitted
3/5/98
File 2nd*

We have received your document for BAYSHORE CLUB, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 098A00010750

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

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

1. Bayshore of Naples, L.P.
(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. Indiana 4. 2/24/98
(State of Formation) (Date of Formation)

5. Tim J. Mitchell
(Name of Registered Agent for Service of Process)

6. 4252 Montalvo Court
(Street Address of Registered Office)
Naples Florida 34109
(City) (Zip Code)

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

Tim J. Mitchell
(Agent must sign on this line)

8. 1720 N. Kinser Pike, Bloomington, TN 47404
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Bayshore of Naples, Inc. 1720 N. Kinser Pike, Bloomington, TN 47404

F98-1273

10. 1720 N. Kinser Pike, Bloomington, TN 47404
(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.

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12. 1720 N. Kinser Pike

Bloomington, IN 47404

(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 February 20, 19 98

BAYSHORE OF NAPLES, INC.

Tim J. Mitchell
General Partner

Secretary

STATE OF IndianaCOUNTY OF Monroe

On this 20th day of February, 19 98, Bayshore of Naples, Inc. by Tim J. Mitchell

personally appeared before me,

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

Laura L. Ison
(Notary Public Signature)

Laura L. Ison
(Notary's Printed Name)

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Seal

My Commission Expires: April 8, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Bayshore of Naples, Inc. by Tim J. Mitchell,
a general partner of Bayshore of Naples, L.P. (an) Indiana limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

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

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.

BAYSHORE OF NAPLES, INC.
This 20th day of February, 19 98.

BAYSHORE OF NAPLES, INC.

Tim J. Mitchell

General Partner

Secretary

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STATE OF Indiana

COUNTY OF Monroe

On this 20th day of February, 19 98, Bayshore of Naples, Inc. by Tim J. Mitchell

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Laura L. Isom

(Notary Public Signature)

Laura L. Isom

(Notary's Printed Name)

Seal

My Commission Expires: April 8, 2000

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partner of Bayshore of Naples, L.P.
_____, a(an) _____ Indiana
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$ 1,000,000.

This 20th day of FEBRUARY, 19 98

FURTHER AFFLANT 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.

BAYSHORE CF NAPLES, INC.

General Partner

Tim J. Mitchell Secretary

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FEES:

\$7 per \$1,000, based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)