



THE UNITED STATES CORPORATION COMPANY

B98000000595

ACCOUNT NO. : 072100000032

REFERENCE : 989360 6258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 8, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 989360-005

CUSTOMER NO: 6258A

CUSTOMER: Ms. Jean A. Ryan
BOND SCHOENECK & KING, P.A.
BOND SCHOENECK & KING, P.A.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 OCT -8 AM 11:32

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DOMESTIC FILING

NAME: CRF GULF SHORE LIMITED PARTNERSHIP

EFFECTIVE DATE:

200002658902-6 -10/08/98--01034--017 ***1793.75 ***1793.75

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

BK

10/8/98

RECEIVED 98 OCT -8 AM 10:38 DIVISION OF CORPORATIONS

BOND, SCHOENECK & KING, P.A.
ATTORNEYS AT LAW

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BOCA RATON, FLORIDA 33432-2847
(561) 368-1212

*BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER

**ADMITTED IN KANSAS AND
MISSOURI ONLY

1167 THIRD STREET SOUTH, SUITE 107
NAPLES, FLORIDA 34102-7098

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BRADLEY G. RIGOR**
JEAN A. RYAN
DAVID N. SEXTON
JAMES E. WILBER
ROBERT C. ZUNDEL, JR.

October 7, 1998

BOND, SCHOENECK & KING, LLP
ALBANY, NEW YORK
BUFFALO, NEW YORK
OSWEGO, NEW YORK
SARATOGA SPRINGS, NEW YORK
SYRACUSE, NEW YORK
OVERLAND PARK, KANSAS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 AM 11:32

Mr. Buck Kohr
Florida Department of State
Qualification Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: CRF Gulf Shore Limited Partnership, a Maryland Limited Partnership

Dear Buck:

We are Florida attorneys for the above-referenced limited partnership. In order to qualify it to transact business in the State of Florida, enclosed for filing are:

1. Continental Realty Corporation's check payable to Florida Dept of State in the amount of \$1,793.75 to cover the filing fee, the registered agent fee and the cost of a certificate of status;
2. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida; and
3. Affidavit of Capital Contributions for Foreign Limited Partnership.

We need to have this entity authorized to do business in Florida by Friday, October 9, 1998 and would appreciate your assistance in expediting this application. We hereby authorize you to deliver the original certificate of authorization to CSC Networks.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By:


Jean A. Ryan

nw

Enclosures

cc: Pamela McDade Johnson, Esq.

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

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 OCT -8 AM 11:32

1. CRF Gulf Shore Limited Partnership (Name of limited partnership as it is in the home state)

2. N/A (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. Maryland (State of Formation) 4. 10/7/98 (Date of Formation)

5. Jean A. Ryan, Esquire (Name of Registered Agent for Service of Process)

6. Bond, Schoeneck & King, PA, 1167 Third Street South (Street Address of Registered Office)

Naples, Florida 34102 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process: (Agent must sign on this line)

8. c/o Continental Realty Corp., 17 W Pennsylvania Ave, 5th Fl, Towson, Maryland 21204 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: Continental Realty Investors Corp., 17 W Pennsylvania Ave, 5th Fl, Towson, Maryland 21204. Includes handwritten number F97000005799.

10. 17 W Pennsylvania Ave, 5th Fl, Towson, Maryland 21204 (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.

12. c/o Continental Realty Corp., 17 W Pennsylvania Ave, 5th Fl,
Towson, Maryland 21204

(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.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -8 AM 11:32

This 7th day of October, 19 98

Continental Realty Investors Corp., General Partner

By: William H Kinnear, Jr.
William H. Kinnear, Jr., General Partner Vice President

STATE OF Maryland

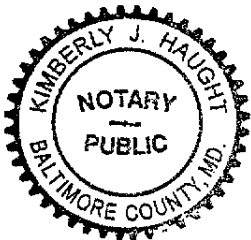
COUNTY OF Baltimore

On this 7th day of October, 19 98

William H. Kinnear, Jr. personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



Kimberly J. Haught
(Notary Public Signature)

Kimberly J. Haught
(Notary's Printed Name)

Seal

My Commission Expires: 8/13/01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

FILED
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DIVISION OF CORPORATIONS
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BEFORE ME the undersigned personally appeared William H. Kinnear, Jr., Vice President of Continental Realty Investors Corp., the a general partner of CRF Gulf Shore Limited Partnership, a (an) Maryland limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 1,000,000.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,000,000.00

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 7th day of October, 19 98

William H. Kinnear, Jr.
William H. Kinnear, Jr. General Partner

STATE OF Maryland

COUNTY OF Baltimore

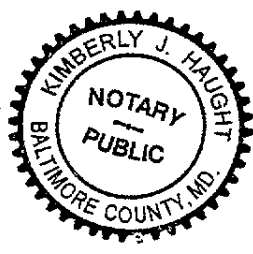
On this 7th day of October, 19 98

William H. Kinnear, Jr., personally appeared before me,

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

Kimberly J. Haught
(Notary Public Signature)

Kimberly J. Haught
(Notary's Printed Name)



Seal My Commission Expires: 8/13/01