

Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN LIMITED PARTNERSHIP

Forest Glen Golf Community Limited Partnership

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$1,837.50

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TALLAHASSEE, FLORIDA

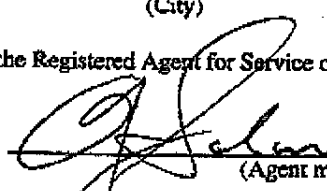
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H99 — 11607 1

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

1. Forest Glen Golf Community 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. April 27, 1998
(State of Formation) (Date of Formation)
5. A. Jack Solomon
(Name of Registered Agent for Service of Process)
6. 3185 Horseshoe Drive South, First Floor
(Street Address of Registered Office)
Naples Florida 34104
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line) A. JACK SOLOMON
8. The Corporation Trust Company
1209 Orange Street, Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Westbrook Forest Glen, L.L.C. - 599 Lexington Avenue, Suite 3800
New York, NY 10022
Ronto Golf Estates, Inc. - 3185 Horseshoe Drive South,
Naples, Florida 34104
10. 3185 Horseshoe Drive South, Naples, Florida 34104
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

Prepared by: John L. Farquhar, Esq., FL Bar #0210579
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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12. 3185 Horseshoe Drive South, Naples, Florida 34104
(Mailing Address of Limited Partnership)

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 5 day of MAY, 1999

GENERAL PARTNER:

RONTO GOLF ESTATES, INC.

BY: [Signature]
A. Jack Solomon, President

STATE OF FLORIDA

COUNTY OF COLLIER

On this 5 day of MAY, 1999,

A. Jack Solomon, personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Janice M Lamb
(Notary's Printed Name)

Seal

My Commission Expires:



Janice M Lamb
My Commission CC784298
Expires December 2, 2002

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H99-11607.1

499-11607 1

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared A. Jack Solomon, President of Ronto Golf Estates, Inc.
a general partner of Forest Glen Golf Community 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 \$ 800,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.5 million

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 5 day of MAY, 19 99

GENERAL PARTNER:

RONTO GOLF ESTATES, INC.

BY:

A. Jack Solomon, President

STATE OF FLORIDA

COUNTY OF COLLIER

On this 5 day of MAY, 19 99

A. Jack Solomon, personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of _____

Janice M. Lamb
(Notary Public Signature)

Janice M Lamb
(Notary's Printed Name)

Seal

My Commission Expires:



Janice M. Lamb

My Commission CC784288

Expires December 2, 2002

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DIVISION OF CORPORATIONS
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499-116071

12. 3185 Horseshoe Drive South, Naples, Florida 34104
(Mailing Address of Limited Partnership)

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 5th day of May, 1999

GENERAL PARTNER:

WESTBROOK FOREST GLEN, L.L.C.

BY: [Signature]

STATE OF TEXAS

COUNTY OF Dallas

On this 5th day of May, 1999

Patrick K. Fox, personally appeared before me,

X who is personally known to me

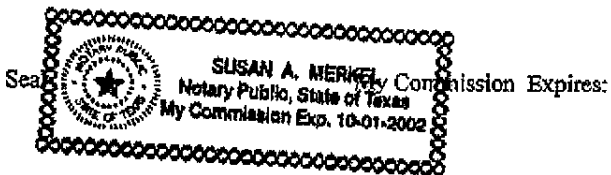
whose identity I proved on the basis of _____

[Signature]

(Notary Public Signature)

Susan A. Merkel

(Notary's Printed Name)



499-116071

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H99-11607 1

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Patrick K. Fox, Secretary of Westbrook Forest Glen, L.L.C., a general partner of Forest Glen Golf Community Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$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 \$1,500,000.

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 5th day of May, 1999,

GENERAL PARTNER:

WESTBROOK FOREST GLEN, L.L.C.

BY: 

TITLE: Secretary

STATE OF TEXAS

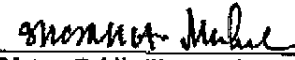
COUNTY OF DALLAS

On this 5th day of May, 1999

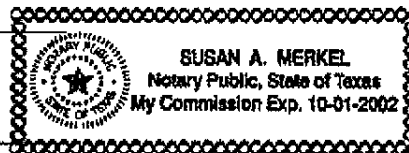
Patrick K. Fox, personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of _____


(Notary Public Signature)

Susan A. Merkel
(Notary's Printed Name)



Seal

My Commission Expires:

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOREST GLEN GOLF COMMUNITY LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOREST GLEN GOLF COMMUNITY LIMITED PARTNERSHIP" WAS FORMED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9712252

DATE:

04-28-99

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