



# Prentice Hall Legal & Financial Services

ATTN: Conbee (904) 222-7495

# F95000001153

120 HALL STREET, SUITE 100  
TALLAHASSEE, FL 323

CORPORATION(S) NAME

CHARACTER NUMBER

THSP III Corp.

8101001153 1258  
03/10/95 - 01/12/95 - 024  
\*\*\*\*11.25 \*\*\*\*191.25

- |  |   |
|--|---|
| <input type="checkbox"/> Amendment                   | <input type="checkbox"/> Merger                               |
| <input type="checkbox"/> Annual Report               | <input type="checkbox"/> Name Reservation <u>5%</u>           |
| <input type="checkbox"/> Change of Registered Agent  | <input type="checkbox"/> Name Registration                    |
| <input type="checkbox"/> Dissolution/Withdrawal      | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication               | <input type="checkbox"/> Other                                |
| <input type="checkbox"/> Fictitious Business Name    | <input type="checkbox"/> Profit/Articles of Incorporation     |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement                        |
| <input type="checkbox"/> Foreign - Non-Profit        | <input type="checkbox"/> Resignation of R.A., Off/Dir         |
| <input type="checkbox"/> Limited Partnership         | <input type="checkbox"/> Trademark                            |
| <input type="checkbox"/> Limited Liability           | <input type="checkbox"/> UCC/Filing 1                         |
| <input type="checkbox"/> Mtr. Veh.                   | <input type="checkbox"/> UCC/Filing 3                         |

File First

- Certified Copy \_\_\_\_\_  
 Photocopy \_\_\_\_\_  
 Corporate Print-Out \_\_\_\_\_  
 Fictitious/Owner Search \_\_\_\_\_

- CUS  
 Good Standing upon filing  
 R.A., Off/Dir Search

(  ) Walk in      ( ) Call If Problem      ( ) Will Wait      (  ) Pick up 3-10 12:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: MYC BY: Theresa Festa  
 BRANCH RECEIVING: FZ BY: Conbee  
 REF/JOB # 025-95-03925  
 CLIENT MATTER # \_\_\_\_\_  
 SAME DAY  24 HR  ROUTINE   
 VERBAL REQUESTED:  YES OR NO   
 DATE SENT:     MAIL FAX      FED EXP.  
 FILED:      
 SENT TO: BRANCH \_\_\_\_\_ CLIENT   
 SPECIAL INSTRUCTIONS: \_\_\_\_\_

CHECK #	<u>30453</u>
ST./CTY/ FEES	<u>131.25</u>
CORR. FEE/ SPEC. HANDL.	<u>   </u>
MESSENGER	<u>   </u>
COPIES	<u>   </u>
FAX FEE	<u>   </u>
OTHER	<u>   </u>
TOTAL	<u>   </u>

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. THSP III CORP.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. Pending  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 8, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing application  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. c/o Battle Fowler LLP  
75 East 55th Street  
New York, New York 10022  
(Current mailing address)  
To engage in any lawful act or activity without limitation, for which a corporation may be organized under the General Corporation Law of the State of Delaware.
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
The Prentice-Hall Corporation  
Name: System, Inc.  
Office Address: 1201 Hays Street, Suite 105  
Tallahassee, Florida, 32301  
(Zip Code)
10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
The Prentice-Hall Corporation System, Inc.  
By: Marcia Q. Hannon, Carl T. Gray  
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See attached rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

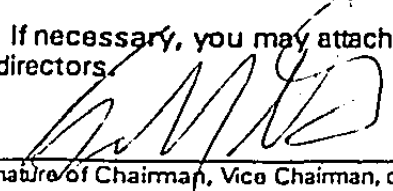
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

SECRET  
RECEIVED  
SEP 10 1967

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Evan M. Marks, President  
(Typed or printed name and capacity of person signing application)

RIDER

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Martin L. Edelman	75 East 55th Street New York, New York 10022
Theodore V. Fowler	380 Lexington Avenue New York, New York 10168
John Hinson	169 Miracle Mile Suite 200 Coral Gables, Florida 33134
Evan Marks	520 Madison Avenue 33rd Floor New York, New York 10022
Kevin Rodgers	520 Madison Avenue 33rd Floor New York, New York 10022
John Temple	2300 NW Corporate Boulevard Suite 233 Boca Raton, Florida 33431

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Evan M. Marks	President	520 Madison Avenue 33rd Floor New York, NY 10022
Theodore V. Fowler	Vice President	380 Lexington Avenue New York, NY 10168
John Hinson	Secretary and Treasurer	169 Miracle Mile Suite 200 Coral Gables, FL 33134

SECRET  
ELECTRONIC  
COMMUNICATIONS  
SECURITY  
ACT  
1953  
10/19/57

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THSP III CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 1995.

LS:G... 03-08-95



*Edward J. Freel*

Edward J. Freel, Secretary of State

2487443 8300

950051841

AUTHENTICATION

7432003

DATE

03-08-95

F950000001153

Document Number Or:iv

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

100001804761  
-05/02/96--01036--029  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*withdrawal*

*THSP III Corp.*

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other
- Change of B.A.
- Filing Name
- CUS
- After 4:30
- Pick-Up

98 APR 15 PM 4:14

FILED  
98 APR 15 PM 3:34

Name Availability
Document Examiner <i>A-11</i>
Updater <i>A-11</i>
Verifier <i>A-11</i>
Acknowledgment <i>A-11</i>
W.P. Verifier <i>A-11</i>

*4:00*

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

*File 4<sup>th</sup>*

*4-15-96*

CR2E031 (1-89)

SEARCHED  
SERIALIZED  
INDEXED  
FILED  
APR 15 1996  
TALLAHASSEE, FL  
FBI

Enclosed please find the following documents to be filed in the order listed below:

- 1) Application by Foreign Corporation to file Amendment to Application for Authority changing the name of THSP, Inc. to Ocean Club Holdings, Inc.;
- 2) Application for Registration by Foreign Limited Partnership for Ocean Club Holdings Limited Partnership;
- 3) Certificate of Cancellation of a Foreign Limited Partnerships for THSP Associates Limited Partnership III;
- 4) ~~Application~~ Application for Withdrawal for THSP III Corp.;
- 5) Certificate of Cancellation of Registration of a Foreign Limited Partnership for The Ocean Club Key Biscayne Limited Partnership;
- 6) Application for Withdrawal of The Ocean Club Key Biscayne Inc.
- 7) Certificate of Amendment to the Application by Foreign Limited Partnership for THSP Associates Limited Partnership II
- 8) Restated Articles of Incorporation of Ocean Club Development Company.

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

THSP III Corp.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED  
6 APR 15 PM 6 35  
SECRET

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o North Bay Group, Inc., 169 Miracle Mile, Suite 200

(Mailing Address)

Coral Gables, Florida 33134

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

3/29/96  
Date

Evan Marks

Typed or printed name

Vice President

Title