

Division of Corporations

**A020000000059****Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 205-0383**AL**

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 15**FLORIDA LIMITED PARTNERSHIP****HIDDEN HARBOUR ASSOCIATES, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$1,846.25

RECORDED  
02 JAN 15 11:11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. H02- 14150

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HIDDEN HARBOUR ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is HIDDEN HARBOUR ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

400 Locust Street, Suite 690  
Des Moines, Iowa 50309-2331

3. The registered office of the Limited Partnership is:

2665 South Bayshore Drive, Penthouse 2A  
Miami, Florida 33133.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Hidden Harbour, Inc.,  
a Florida corporation  
2665 South Bayshore Drive, Penthouse 2A  
Miami, Florida 33133.

5. The name and business address of all the general partners of the Limited Partnership are:

BH Hidden Harbour, L.L.C.,  
a Florida limited liability company  
400 Locust Street, Suite 690  
Des Moines, Iowa 50309-2331;

Hidden Harbour, Inc.,  
a Florida corporation  
2665 South Bayshore Drive, Penthouse 2A  
Miami, Florida 33133; and

Sim-Hid-Harbour, Inc.,  
a Florida corporation  
11900 Biscayne Blvd, Suite 801  
North Miami, Florida 33181.

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TALLAHASSEE, FLORIDA  
02 JAN 15

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TALLAHASSEE, FLORIDA  
02 JAN 15

6. The mailing address for the Limited Partnership is:

400 Locust Street, Suite 690  
Des Moines, Iowa 50309-2331.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2051.

This Certificate of Limited Partnership may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The execution of this Certificate of Limited Partnership on behalf of the general partners constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the undersigned general partners of the Limited Partnership as of the 14th day of January, 2002.

BH HIDDEN HARBOUR, L.L.C., a Florida  
limited liability company

By: 

Harry Bookey, Managing Member

HIDDEN HARBOR, INC., a Florida  
corporation

By: \_\_\_\_\_

Bzra Katz, President

SIM-HID-HARBOUR, INC., a Florida  
corporation

By: \_\_\_\_\_

Michael A. Ambrosio, Vice President

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the undersigned general partners of the Limited Partnership as of the 14th day of January, 2002.

BH HIDDEN HARBOUR, L.L.C., a Florida  
limited liability company

By: \_\_\_\_\_  
Harry Bookey, Managing Member

HIDDEN HARBOR, INC., a Florida  
corporation

By: \_\_\_\_\_  
Ezra Katz, President

SIM-HID-HARBOUR, INC., a Florida  
corporation

By: \_\_\_\_\_  
Michael A. Ambrosio, Vice President

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the undersigned general partners of the Limited Partnership as of the 14th day of January, 2002.

BH HIDDEN HARBOUR, L.L.C., a Florida  
limited liability company

By: \_\_\_\_\_  
Harry Boockey, Managing Member

HIDDEN HARBOR, INC., a Florida  
corporation

By: \_\_\_\_\_  
Ezra Katz, President

SIM-HID-HARBOUR, INC., a Florida  
corporation

By:  \_\_\_\_\_  
Michael A. Ambrosio, Vice President

Fax Audit No. H02-14150

Fax Audit No. H02- 14150**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of HIDDEN HARBOUR, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for HIDDEN HARBOUR ASSOCIATES, LTD. a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: January 14, 2002.

HIDDEN HARBOUR, INC., a Florida  
corporationBy:   
Ezra Katz, PresidentFILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 15

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN 15

Fax Audit No. H02- 14150

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF IOWA

COUNTY OF POLK


)  
) SS:  
)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Harry Bookey, as the managing member of BH HIDDEN HARBOR, L.L.C., a Florida limited liability company (the "Company"), which Company is a general partner of HIDDEN HARBOUR ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Company:

1. Affiant is the managing member and duly authorized to act on behalf of the Company, which is the a general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of up to \$5,270,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

  
Harry Bookey, as managing member of BH Hidden Harbour, L.L.C., a Florida limited liability company

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 14th day of January, 2002, by Harry Bookey, as managing member and on behalf of BH HIDDEN HARBOUR, L.L.C., a Florida limited liability company; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



Christine B. Palmer  
Print Name: Christine B. Palmer  
NOTARY PUBLIC, State of Iowa  
Serial No., if any: 705832

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN 15

Fax Audit No. H02- 14150

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )

) SS:

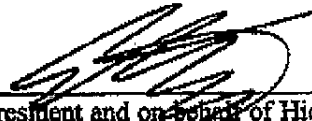
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Ezra Katz, as President of HIDDEN HARBOUR, INC., a Florida corporation (the "Corporation"), which corporation is a general partner of HIDDEN HARBOUR ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is a general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of up to \$5,270,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

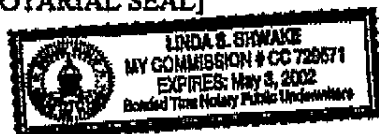
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

  
Ezra Katz, as President and on behalf of Hidden Harbour, Inc., a Florida corporation

144 THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this day of January, 2002, by Ezra Katz, as President of HIDDEN HARBOUR, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



  
Print Name: Linda S. Shwabe  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_



Fax Audit No. H02- 14150

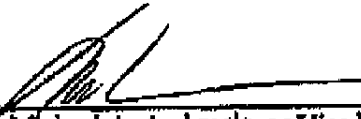
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 15

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Michael A. Ambrosio, as Vice President of SIM-HID-HARBOUR, INC., a Florida corporation (the "Corporation"), which corporation is a general partner of HIDDEN HARBOUR ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is a Vice President and duly authorized to act on behalf of the Corporation, which is a general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of up to \$5,270,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

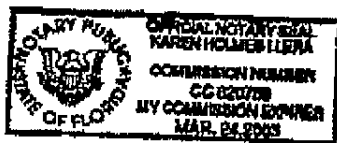



Michael A. Ambrosio, as Vice President and on behalf of SIM-HID-HARBOUR, Inc., a Florida corporation

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this \_\_\_\_\_ day of January, 2002, by Michael A. Ambrosio, as Vice President of SIM-HID-HARBOUR, INC., a Florida corporation, on behalf of such corporation; said individual is personally known to me.

My Commission Expires: 3/24/2003

[NOTARIAL SEAL]



  
Print Name: Karen Holmes Llera  
NOTARY PUBLIC, State of Florida  
Serial No., if any: CC 820789