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**FLORIDA LIMITED PARTNERSHIP**

**CSMB ASSOCIATES, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 3, 2004

WHITE & CASE

SUBJECT: CSMB ASSOCIATES, LTD  
REF: W04000008767

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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Jason Merrick  
Document Specialist

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**CSMB ASSOCIATES, LTD.**

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is CSMB Associates, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Kolleen O.P. Cobb, 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

4. General Partner.

The name and business address of the General Partner is as follows:

CSMB GP, Inc. 904-40527  
355 Alhambra Circle  
Suite 900  
Coral Gables, Florida 33134

5. Mailing Address.

The mailing address of the Partnership is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

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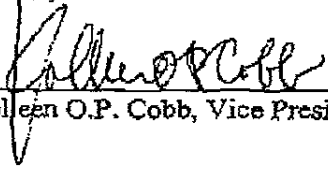
6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2034.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 7 day of March, 2004.

GENERAL PARTNER:

CSMB GP, INC.

By:   
Kelleen O.P. Cobb, Vice President

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

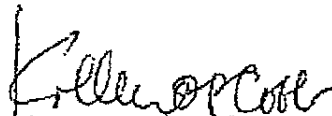
In compliance with Florida Statutes Section 620.192, the following is submitted:

CSMB ASSOCIATES, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134, as its initial Registered Office and has named Kolleen Cobb, located at said address as its initial Registered Agent.

CSMB GP, INC.  
General Partner

By:   
Kolleen O.P. Cobb, Vice President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By:   
Kolleen Cobb  
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Kolleen O.P. Cobb, Vice President of CSMB GP, Inc., a Florida corporation, constituting the sole general partner of CSMB Associates, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$-0-
2. The total anticipated amount of the capital contributions of the limited partners is \$7,520,000.00.

This 2 day of March, 2004.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

General Partner:

CSMB GP, INC.

By: Kolleen O.P. Cobb  
Kolleen O.P. Cobb, Vice President