

To: '+1 (850) 205-0383'
Subject:

From: Patricia Taprock

Thursday, August 18, 2005 4:45 PM Page: 1 of 5

A0500000 1619

Florida Department of State
Division of Corporations
Public Access System

2005 AUG 18 A 10:58

Electronic Filing Cover Sheet

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TALLAHASSEE, FLORIDA

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(((H05000198986 3)))

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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

* File First...
Statement of
Qualification to
follow which will
require today's date
as well.

RECEIVED
05 AUG 18 AM 8:06
DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

CABI SEABREEZE, LLLP

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$1,837.50 |

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H05000198986 3 **FILED**

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CABI SEABREEZE, LLLP**

2005 AUG 18 A 10:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

CABI SEABREEZE, LLLP

2. The address of the office where the required records of the Limited Partnership will be kept is:

19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

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

Mario Sariol
19950 West Country Club Drive
Suite 900
Aventura, Florida 33180

4. The name and business address of the general partner of the Limited Partnership is:

CABI GP SEABREEZE, LLC
19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180
605-81263

5. The mailing address for the Limited Partnership is:

19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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2005 10 18 AM 10:58

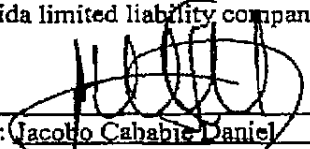
The execution of this Certificate of Limited Partnership by the undersigned
general partner constitutes an affirmation that the facts stated herein are true.

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been
executed by the general partner of the Limited Partnership as of the 15 day of August,
2005.

GENERAL PARTNER:

CABI GP SEABREEZE, LLC
a Florida limited liability company

By: 
Name: Jacobo Cahabie Daniel
Title: Manager

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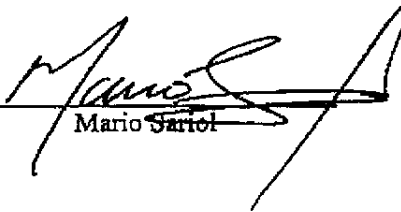
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

2005 AUG 18 A 10:58

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been designated as registered agent for CABI SEABREEZE, LLLP, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he 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: August 15, 2005.



Mario Sartol

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To: '+1 (850) 205-0383 '
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From: Patricia Tadlock

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

2005 AUG 18 A 10: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting the general partner of CABI SEABREEZE, LLLP, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$14,000,000.

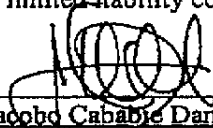
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$14,000,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

CABI GP SEABREEZE, LLC
a Florida limited liability company

By: 
Name: Jacobo Caballero Daniel
Title: Manager

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