

Division of Corporations

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Florida Department of State
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CP SOUTHEAST SECOND LTD.

Certificate of Status	0
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Fax Audit No. HD6000236383

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CP SOUTHEAST SECOND 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 CP SOUTHEAST SECOND LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o White & Case, LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

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 K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

4. General Partner.

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

CP SOUTHEAST SECOND LLC
225 NE 225 Mizner Boulevard, Suite 200
Boca Raton, FL 33432

5. Mailing Address.

The mailing address of the Partnership is 225 N.E. Mizner Boulevard, Suite 200, Boca Raton, FL 33432.

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 25th day of September, 2006.

GENERAL PARTNER:

CP SOUTHEAST SECOND LLC, a Florida limited liability company

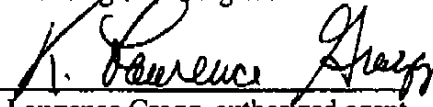
By: *K. Lawrence Gragg*
K. Lawrence Gragg, an authorized agent

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

CP SOUTHEAST SECOND LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.


K. Lawrence Gragg, authorized agent

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: 
Registered Agent

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