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Division of Corporations

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VISION HEATHROW, LLP

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
VISION HEATHROW, LLLP**

The undersigned, in forming a Florida limited liability limited partnership under the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Act"), Chapter 620 of the Florida Statutes, hereby adopts the following Certificate of Limited Liability Limited Partnership:

1. The name of the limited liability limited partnership is Vision Heathrow, LLLP (hereinafter, the "Partnership").

2. The mailing and principal address of the Partnership is 19495 Biscayne Blvd., Suite 702, Aventura, Florida 33180.

3. The name and street address of the initial registered agent of the Partnership are BSPA Corporate Services, Inc., 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, FL 33331.

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

Vision Development Partners, LLC
19495 Biscayne Blvd., Suite 702
Aventura, FL 33180

5. The Partnership is a limited liability limited partnership.

Under penalties of perjury the undersigned has read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 12 day of November, 2006.

SOLE GENERAL PARTNER:

VISION DEVELOPMENT PARTNERS, LLC


Elliot Dombusch, Manager

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Vision Heathrow, LLLP at the place designated in paragraph 3 of the Certificate of Limited Liability Limited Partnership, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 620, F.S.

BSPA CORPORATE SERVICES, INC.

By: 

Name: Arnold E. Shevin

Title: Vice-President

Dated: 11/13/ 2006

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