

**A0700000771**  
Florida Department of State  
Division of Corporations  
Public Access System  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000155455 3)))



H070001554553ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

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

*Attn: Gretchen Harvey*

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

*000650.69855*

**FLORIDA/FOREIGN LP/LLP**

**MHLP MERGER LIMITED PARTNERSHIP**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,052.50

**RECEIVED**  
07 JUN 12 AM 10: 02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**  
07 JUN 12 AM 10: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**GSH**

H07000155455 3

**CERTIFICATE  
OF  
LIMITED PARTNERSHIP  
OF  
MHLP MERGER LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, does hereby certify as follows:

**ARTICLE I**

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership," shall be MHLP Merger Limited Partnership.

**ARTICLE II**

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 601 Biscayne Boulevard, American Airlines Arena, Miami, Florida 33132.

**ARTICLE III**

The street address of the initial registered agent of the Limited Partnership is One Biscayne Tower, 21<sup>st</sup> Floor, 2 South Biscayne Boulevard, Miami, Florida 33131 and the initial registered agent of the Limited Partnership at that address is B & C Corporate Services, Inc. ✓

**ARTICLE IV**

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

<u>Name</u>	<u>Address</u>
B Trust GP, LLC ✓ <i>1107000003466</i>	1201 N. Market Street 18th Floor, Wilmington, DE 19801

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
07 JUN 12 AM 10:11

FILED

**ARTICLE V**

The Limited Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The existence of the Limited Partnership is perpetual.

To: 'FL Dept. of State'  
Subject: 000650.69855

From: Katie Wonsch

Tuesday, June 12, 2007 10:02 AM Page: 3 of 4

H07000155455 3


IN WITNESS WHEREOF, this Certificate of Limited Partnership of MHLP Merger Limited Partnership has been executed by the undersigned General Partner on this 11<sup>th</sup> day of June, 2007.

**GENERAL PARTNER:**

B TRUST GP, LLC

By: MA 1994 B Shares, L.P.,  
*its sole member*

By: MA 1994 B Shares, Inc.,  
*its managing general partner*

  
\_\_\_\_\_  
John J. O'Neil  
Vice President

FILED  
07 JUN 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: 'FL Dept. of State'  
Subject: 000650.69855

From: Katie Wonsch

Tuesday, June 12, 2007 10:02 AM Page: 4 of 4

H07000155455 3

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED-AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Certificate of Limited Partnership of MHLP Merger Limited Partnership and states that it is familiar with and accepts the obligations of Section 620.105 of the Florida Revised Uniform Limited Partnership Act of 2005.

B & C CORPORATE SERVICES, INC.,  
a Florida corporation

By: *Gisela Fasco*  
Gisela Fasco, Vice President

FILED  
07 JUN 12 AM 10: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA