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WOLFSON & STARKMAN
ATTORNEYS AT LAW
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)
GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD • PENTHOUSE I-D
CORAL GABLES, FLORIDA 33134

TELEPHONE
(305) 446-4284
TELECOPIER
(305) 448-1513

BERNARD WOLFSON, P.A.
MARK R. STARKMAN, P.A.

October 6, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

000002330510--5
-10/27/97--01128--005
*****35.00 *****35.00

Re: Broward Hotel Group, Ltd.

700002316367--1
-10/09/97--01090--003
***1802.50 ***1802.50

Dear Sir/Madam:

Enclosed is an original and one copy of the Certificate of Limited Partnership of Broward Hotel Group, Ltd., a Florida limited partnership, together with the Affidavit of Capital Contributions for Florida Limited Partnership. Also enclosed is a check in the amount of \$1,802.50 representing the filing fee (\$1,750) and a certified copy (\$52.50) of the Certificate of Limited Partnership.

Please furnish us with the certified copy of the Certificate at your earliest possible convenience.

Yours truly,

Mark R. Starkman/cc

Mark R. Starkman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 11:45

SIGNED IN HIS ABSENCE
TO EXPEDITE DELIVERY

Name	MRS/cc
Availability	
Enclosures	
Document Examiner	DCC
Updater	DCC
Printer	DCC
Registration	DCC
2. Verifier	DCC

C. TAX _____
FILING 35.00
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. MARK _____
BALANCE DUE _____
REFUND _____

TC
\$1,800,000.00

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W970000023134

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BERNARD WOLFSON, P. A.
MARK R. STARKMAN, P. A.

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October 23, 1997

Ms. Diane Cushing
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: W97000023134

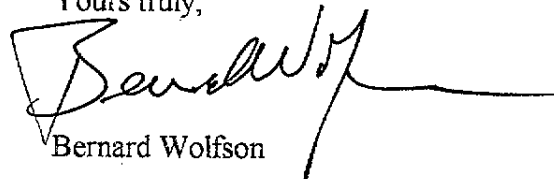
Dear Ms. Cushing:

This will confirm our phone conversation wherein I advised that we desire to withdraw the correspondence previously sent to your office for the establishment of Broward Hotel Group, Ltd. We prefer to use the name "Pines Hotel Group, Ltd.". You will find enclosed the Certificate of Limited Partnership for this entity, the Resident Agent Certificate and the Affidavit of Capital Contributions.

A check in the amount of \$35.00 is enclosed which we failed to send with the original submission. Please use our payment of \$1,802.50 that accompanied the submission of the Broward Hotel Group, Ltd. for Pines Hotel Group, Ltd. Please disregard all previous references to Broward Hotel Group, Ltd.

Thank you very much. If there are matters in need of discussion please call me.

Yours truly,


Bernard Wolfson

BW/cc

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

MARK R. STARKMAN
WOLFSON & STARKMAN
2655 LEJEUNE ROAD, PENTHOUSE I-D
CORAL GABLES, FL 33134

SUBJECT: BROWARD HOTEL GROUP, LTD.
Ref. Number: W97000023134

We have received your document for BROWARD HOTEL GROUP, LTD. and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign an acceptance statement stating he will be the registered agent. You also failed to include the registered agents designation fee. We will need an additional \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 697A00049648

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PINES HOTEL GROUP, LTD.,
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the Partnership is PINES HOTEL GROUP, LTD.
2. The address of the office of the Partnership is 2800 S.W. 28 Terrace, Miami, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is Mark R. Starkman, 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.
4. The names and business address of the general partner is HOSPITALITY OPERATIONS, INC., a Florida corporation, 2800 S.W. 28 Terrace, Miami, Florida 33133.
5. The mailing address of the Partnership is 2800 S.W. 28 Terrace, Miami, FL 33133.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Pines Hotel Group, Ltd., this 23 day of October, 1997.

GENERAL PARTNER:

HOSPITALITY OPERATIONS, INC.,
a Florida corporation

By: 

Name: Bernard Wolfson

Title: President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 11:45

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

The undersigned constituting the General Partner of PINES HOTEL GROUP, LTD., a Florida limited partnership, certifies:

1. The amount of the capital contributions to date of the limited partners is \$ -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,800,000.

Signed this 23rd day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

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

HOSPITALITY OPERATIONS, INC.,
A Florida corporation

By: *Bernard Wolfson*
Bernard Wolfson, President

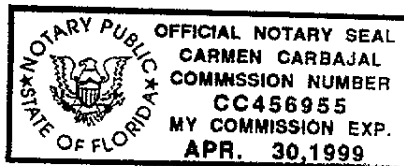
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 11:45

STATE OF FLORIDA
COUNTY OF DADE

Sworn to and subscribed before me this 23 day of October, 1997, by BERNARD WOLFSON, President of HOSPITALITY OPERATIONS, INC., who is personally known to me or who has produced N/A as identification.

Carmen Carabajal
Notary Public, State of Florida

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PINES HOTEL GROUP, LTD., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named MARK R. STARKMAN whose address is 1500 San Remo Avenue, Suite 120 Coral Gables, Florida 33146, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, and as a person designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



MARK R. STARKMAN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 11:10