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ACCOUNT NO. : 072100000032

REFERENCE : 736620 4311473

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 3:54

ORDER DATE : March 11, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 736620-010

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

100002453981 --8

DOMESTIC FILING

NAME: TRG BRICKELL BAY, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

A98-670

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|-------------------|---------|
| Name | DR 3-11 |
| Availability | |
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DIVISION OF CORPORATIONS
HALL OF RECORDS
150 WEST FLAGLER STREET
MIAMI, FL 33130

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TRG BRICKELL BAY, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TRG BRICKELL BAY, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

TRG BRICKELL BAY, LTD.

2. The office and principal place of business for the Partnership currently is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

3. The name and address of the agent for service of process on the Partnership

is:

Roberto S. Rocha
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

4. The name and address of the General Partner of the Partnership is:

TRG Brickell Bay, Inc.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

998-23065

5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: MARCH 9, 1998

TRG BRICKELL BAY, INC., a Florida
corporation, as General Partner

By: 

Roberto S. Rocha

Its: Vice President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Roberto S. Rocha hereby accepts his appointment as registered agent for TRG BRICKELL BAY, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: MARCH 9., 1998



Roberto S. Rocha

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Roberto S. Rocha, as Senior Vice President of TRG BRICKELL BAY, INC., a Florida corporation, as General Partner of TRG BRICKELL BAY, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$990.00.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

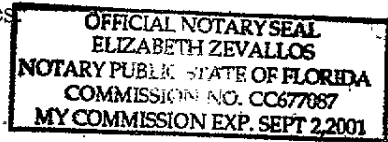
TRG BRICKELL BAY, INC., a Florida corporation, as General Partner

By: *Roberto S. Rocha*
Roberto S. Rocha
Its: Senior Vice President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 9th day of MARCH, 1998 by Roberto S. Rocha, as Vice President of TRG BRICKELL BAY, INC., a Florida corporation, as General Partner of TRG BRICKELL BAY, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

ELIZABETH ZEVALLOS
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires



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