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CERS
103 N. MERIDIAN STREET, FLOOR LEVEL
TALLAHASSEE, FL 323
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

6/7/99

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***140.00 ***140.00

REF. #:

0150.7059

CORP. NAME:

TRG Riviera Y.B.C. LTD

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY (X) LIMITED PARTNERSHIP () LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 JUN -7 PM 1:47

STATE FEES PREPAID WITH CHECK# 5117 FOR \$ 140.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

BK

6/7/99

COST LIMIT: \$

PLEASE RETURN:

X CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

RECEIVED
93 JUN -7 AM 10:33
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TRG RIVIERA Y.B.C., LTD.**

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Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned, being the sole General Partner of TRG RIVIERA Y.B.C., LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership, to read as follows:

1. The name of the limited partnership is:

TRG RIVIERA Y.B.C., 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 registered agent for service of process on the Partnership as required by §620.105 of the Florida Statutes is:

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

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

TRG RIVIERA Y.B.C., INC.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145

5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse Suite
Miami, Florida 33145

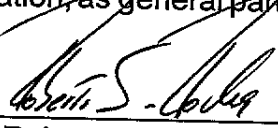
6. The latest date upon which the Partnership shall dissolve is December 31,
2049.

P9900005 0935

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership, as sole General Partner, pursuant to the provisions of §620.114 Florida Statutes.

DATED: June 3, 1999

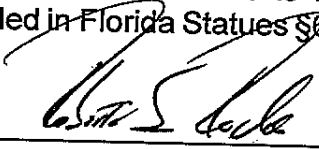
TRG RIVIERA Y.B.C., INC., a Florida corporation, as general partner

By: 
Name: Roberto S. Rocha
Title: Executive Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Roberto S. Rocha hereby accepts his appointment as registered agent for TRG RIVIERA, LTD., a Florida limited partnership, and states that he is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.

DATED: June 3, 1999


Roberto S. Rocha

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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THE UNDERSIGNED, being the sole General Partner of TRG RIVIERA Y.B.C., LTD., a Florida limited partnership (the "**Partnership**"), hereby certifies as follows:

1. The aggregate capital contributions made by the limited partners of the Partnership is \$99.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

TRG RIVIERA Y.B.C., INC., a Florida corporation, general partner

By: 

Name: Roberto S. Rocha

Title: Executive Vice President