Certificate of Limited Partnership

A01000001241 FILED September 13, 2001 Sec. Of State

Name of Limited Partnership

WINDROSE HOTEL PARTNERS, LTD

Business Address of Limited Partnership

330 4TH ST. NORTH ST. PETERSBURG, FL. 33701

Mailing Address of Limited Partnership

P.O. BOX 1261 ST. PETERSBURG, FL. 33731

The name and Florida street address of the registered agent is:

WINDROSE HOTEL GROUP, LLC 330 4TH ST. NORTH ST. PETERSBURG, FL. US 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: HOWARD J. WILLIS

The latest date upon which the Limited Partnership is to be dissolved is:

2100

The name address of all general partners are:

WINDROSE HOTEL GROUP, LLC 330 4TH ST. NORTH ST. PETERSBURG, FL. 33701

Affidavit of Capital Contributions For Florida Limited Partnership

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The undersigned constituting all of the general partners of:

WINDROSE HOTEL PARTNERS, LTD

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:

7,500.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals:

7,500.00

Signed this Thirteenth day of September, 2001

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

General Partner Signature: HOWARD WILLIS