

12/27/01 9:02 AM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2001

BROAD AND CASSEL

SUBJECT: AUSTRALIAN AVE HOSPITALITY, LTD.
REF: W01000029446

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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Document Specialist

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Letter Number: 301A00067413



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 2001

BROAD AND CASSEL

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
AUSTRALIAN AVE HOSPITALITY, LTD.,
a Florida limited partnership

The undersigned general partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is AUSTRALIAN AVE HOSPITALITY, LTD. (the "Partnership").

2. The address of the office of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.

3. The name and address of the agent for service of process on the Partnership is Jeffrey B. Hahn, 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.

4. The name and business address of each general partner is as follows:

AUSTRALIAN AVE HOSPITALITY, INC.
1515 North Federal Highway, Suite 300
Boca Raton, Florida 33432

5. The mailing address of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.

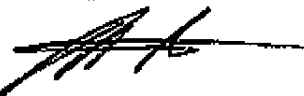
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of AUSTRALIAN AVE HOSPITALITY, LTD. this 21st day of December, 2001.

GENERAL PARTNER:

AUSTRALIAN AVE HOSPITALITY, INC.,
a Florida corporation

By: 
Michael Panakos, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for AUSTRALIAN AVE HOSPITALITY, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated: December 21st, 2001

REGISTERED AGENT:



Jeffrey B. Hahn

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of
AUSTRALIAN AVE HOSPITALITY, LTD., a Florida limited partnership, certifies as
follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited
partners at this time totals \$7,500.

Executed this 21st day of December 2001.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

AUSTRALIAN AVE HOSPITALITY, INC.,
a Florida corporation

By: 
Michael Panakos, President

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