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To:

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Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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Fax Number : (305) 350-2446

W10/4

FLORIDA LIMITED PARTNERSHIP

HOTELERAMA ASSOCIATES II, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -3 AM 8:19

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DIVISION OF CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	03
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Corporate Filing

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**The Florida corporate General Partner was submitted for filing earlier today under separate audit file number.

Fax Audit No. H02-207681

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOTELERAMA ASSOCIATES II, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is HOTELERAMA ASSOCIATES II, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

4441 Collins Avenue, Suite 754
Miami Beach, Florida 33140.

3. The registered office of the Limited Partnership is:

4441 Collins Avenue, Suite 754
Miami Beach, Florida 33140.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Alan M. Kurtzman
4441 Collins Avenue, Suite 754
Miami Beach, Florida 33140.

5. The name and business address of the sole general partner of the Limited Partnership are:

KDM II Corporation,
a Florida corporation
4441 Collins Avenue, Suite 754
Miami Beach, Florida 33140.

6. The mailing address for the Limited Partnership is:

4441 Collins Avenue, Suite 754
Miami Beach, Florida 33140.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2052.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the Limited Partnership as of the 3rd day of October, 2002.

KDM II CORPORATION, a Florida corporation

By: 
Melanie R. Muss, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for HOTELERAMA ASSOCIATES II, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: October 3, 2002.


Alan M. Kurtzman

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Melanie R. Muss ("Affiant") as Vice President of KDM II Corporation, a Florida corporation ("General Partner"), who, after first being duly sworn on oath, deposes and says as follows on behalf of General Partner:

1. General Partner is the sole general partner of HOTELERAMA ASSOCIATES II, LTD., a Florida limited partnership (the "Limited Partnership").

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of an aggregate amount of up to \$1000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

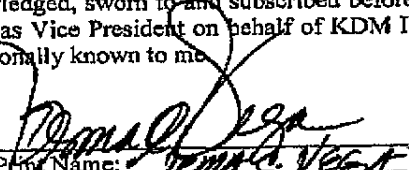
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.


Melanie R. Muss, as Vice President on
behalf of KDM II Corporation, a Florida
corporation.

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 3rd day of October, 2002, by Melanie R. Muss, as Vice President on behalf of KDM II Corporation, a Florida corporation; said individual is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]


Print Name: IRMA C. VEGA
NOTARY PUBLIC, State of Florida
Serial No., if any: CC 786692

OFFICIAL NOTARY SEAL
IRMA C VEGA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC786692
MY COMMISSION EXP. OCT. 28, 2002

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DIVISION OF CORPORATIONS