

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

Aguaclara, Ltd.

Name	
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Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AGUACLARA, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of AGUACLARA, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit 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:
Aguaclara, Ltd.
2. The office and principal place of business for the Partnership currently is:
9400 South Dadeland Boulevard, Suite 100
Miami, Florida 33156
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The names and addresses of the General Partner of the Partnership are:
PHG - Agua, LLC *LO2-30382*
9400 Dadeland Boulevard, Suite 100
Miami, Florida 33156
5. The mailing address of the Partnership is:
9400 Dadeland Boulevard, Suite 100
Miami, Florida 33156
6. The latest date upon which the Partnership shall dissolve is December 31,
2052.

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Filed by: J. Gansbenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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

DATED: November 12, 2002

PHG - AGUA, LLC, a Florida limited liability company, General Partner

By: 
David O. Deutch, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Aguaclara, 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: November 12, 2002


Brian J. McDonough, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared David O. Deutch as Vice President of PHG - AGUA, LLC, a Florida limited liability company, as General Partner of Aguaclara, 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 \$99.99.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

PHG - AGUA, LLC, a Florida limited liability company, General Partner
By: David O. Deutch
David O. Deutch, Vice President

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TALLAHASSEE
FLORIDA

The foregoing instrument was acknowledged before me this 12 day of November, 2002, by David O. Deutch as Vice President of PHG - Agua, LLC, a Florida limited liability company, as General Partner of Aguaclara, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

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

