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Florida Department of State
Division of Corporations
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((H02000233290 4)))

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M. P. *Return to*

FLORIDA LIMITED PARTNERSHIP

GULF BAY HOTEL COMPANY, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	879
Estimated Charge	\$148.75

1518597-0600

TC
\$6,500.00

Fax Audit No. H02000233290

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GULF BAY HOTEL COMPANY, LTD.

The undersigned, being all of the general partners of Gulf Bay Hotel Company, a Florida general partnership ("Gulf Bay Hotel Company"), hereby convert Gulf Bay Hotel Company into Gulf Bay Hotel Company, Ltd., a Florida limited partnership (the "Partnership"), pursuant to and in accordance with Section 620.8902 of the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.) as follows:

1. Upon the filing of this Certificate of Limited Partnership, Gulf Bay Hotel Company shall be converted into the Partnership pursuant to the terms and conditions of Section 620.8902 of the Florida Statutes.

2. The name of the general partnership to be converted is Gulf Bay Hotel Company.

3. The conversion was approved of by the unanimous consent of all of the partners of Gulf Bay Hotel Company.

4. Name. The name of the limited partnership is Gulf Bay Hotel Company, Ltd.

5. Office Address. The address of the office of the Partnership in the State of Florida is:

Gulf Bay Hotel Company, Ltd.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

6. Registered Agent. The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is:

Mark J. Woodward
Woodward, Pires & Lombardo P.A.
3200 Tamiami Trail North
Suite 200
Naples, FL 33410

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7. General Partners. The names and business addresses of the General Partners are:

Gulf Bay Hotel, Inc.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816
Attn: Aubrey J. Ferrao

HM I, Inc.
c/o Tomen America, Inc.
1285 Avenue of the Americas
New York, NY 10019
Attn: Robert B. Cohen

8. Mailing Address. The mailing address of the Partnership is

Gulf Bay Hotel Company, Ltd.
c/o Gulf Bay Management
3470 Club Center Boulevard
Naples, FL 34114-0816

9. Dissolution. The latest date upon which the Partnership will dissolve is
December 31, 2030.

[Signatures on next page.]

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12/04/2002 11:13 FAX 305 358 5744

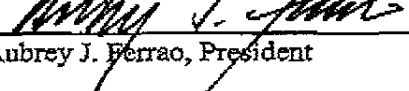
WHITE & CASE LLP

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Fax Audit No. H02000233290

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 29 day of November, 2002.

By: Gulf Bay Hotel, Inc., a Florida corporation
and a general partner

By: 
Aubrey J. Ferrao, President

By: HMI, Inc., a Florida corporation and a
general partner

By: see attached
Name: _____
Title: _____

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Fax Audit No. H02000233290

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By: Gulf Bay Hotel, Inc., a Florida corporation
and a general partner

By: see attached
Aubrey J. Ferrao, President

By: HM I, Inc., a Florida corporation and a
general partner

By: [Signature]
Name: Robert B. Cohen
Title: President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

Gulf Bay Hotel Company, Ltd., desiring to organize as a Limited Partnership under the laws of the State of Florida, has designated Woodward, Pires & Lombardo P.A., 3200 Tamiami Trail North, Suite 200, Naples, FL 33410 as its initial Registered Office, and has named Mark J. Woodward, located at Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, FL 33410, as its Registered Agent.

By: Gulf Bay Hotel, Inc., a Florida
corporation and a general partner

By: 
Aubrey J. Ferrao, President

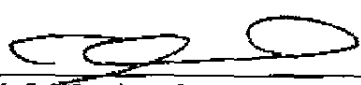
By: HM I, Inc., a Florida corporation and
general partner

By: see attached

Name: _____

Title: _____

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.


Mark J. Woodward
Registered Agent

Date: 12/2/02

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TALLAHASSEE, FLORIDA

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By: Gulf Bay Hotel, Inc., a Florida
corporation and a general partner

By: see attached
Aubrey J. Ferrao, President

By: HM I, Inc., a Florida corporation and a
general partner

By: Robert B. Cohen
Name: Robert B. Cohen
Title: President

Having been named Registered Agent for the above stated Limited Partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties.

see attached
Mark J. Woodward
Registered Agent

Date: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the general partners of Gulf Bay Hotel Company, Ltd., a Florida limited partnership, upon penalty of perjury, certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000
2. The total anticipated amount of the capital contributions of the limited partners is \$ 6,500.00

Dated this 29 day of November, 2002.

By: Gulf Bay Hotel, Inc., a Florida corporation
and a general partner

By: Aubrey J. Ferrao

Aubrey J. Ferrao, President

By: HM I, Inc., a Florida corporation and
general partner

By: see attached

Name: _____

Title: _____

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Dated this 29 day of November, 2002.

By: Gulf Bay Hotel, Inc., a Florida corporation
and a general partner

By: see attached
Aubrey J. Ferrao, President

By: HM I, Inc., a Florida corporation and
general partner

By: 
Name: Robert B. Cohen
Title: President

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