

Sent by: STEARNS, WEAVER

(305) 789-3395

2/05/03 10:38

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Division of Corporations

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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

GB Hotel Holdings, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	05
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DIVISION OF CORPORATION

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Department of State 12/3/2003 2:01 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 3, 2003

STEARNS WEAVER MILLER, ET AL

SUBJECT: GB HOTEL HOLDINGS, LTD.
REF: W03000036289

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumblay
Document Specialist

FAX Aud. #: H03 00327503
Letter Number: 03A00065005

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GB HOTEL HOLDINGS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of GB Hotel Holdings, 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:
GB Hotel Holdings, Ltd.
2. The office and principal place of business for the Partnership currently is:
3250 Mary Street, Suite 501
Miami, Florida 33133
3. The name and address of the agent for service of process on the Partnership is:
Stearns Weaver Miller Weissler Alhadeff & Gitterson, P.A.
c/o Richard E. Schatz
150 West Flagler Street, Suite 2200
Miami, Florida 33130
4. The names and addresses of the General Partners of the Partnership are:
Key Resort, Inc. ✓ RA0000089414
3250 Mary Street, Suite 501
Miami, Florida 33133
GB (Key Biscayne) Corporation ✓ PO2000143213
3250 Mary Street, Suite 501
Miami, Florida 33133
5. The mailing address of the Partnership is:
3250 Mary Street, Suite 501
Miami, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2053.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -5 PM 4:47

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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 26, 2003

KEY RESORT, INC., a Florida corporation

By: [Signature]
Name: SHERWOOD WEISER
Its: CHAIRMAN

DATED: November ____, 2003

GB (KEY BISCAYNE) CORPORATION, a Florida corporation

By: _____
Name: _____
Its: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sittensohn, P.A. hereby accepts its appointment as registered agent for GB Hotel Holdings, Ltd., a Florida limited partnership and states that the undersigned familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November 26, 2003

By [Signature]
By Richard E. Schatz, for the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sent by: STEARNS WEAVER

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12/05/03 10:40; Jettax #339; Page 5/7

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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 ____, 2003

KEY RESORT, INC., a Florida corporation

By: _____
Name: _____
Its: _____

DATED: November 14, 2003

GB (KEY BISCAVNE) CORPORATION, a
Florida corporation

By: [Signature]
Name: Richard E. Schatz
Its: President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. hereby accepts its appointment as registered agent for GB Hotel Holdings, Ltd., a Florida limited partnership and states that the undersigned familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: November ____, 2003

By Richard E. Schatz, for the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

} SS:

BEFORE ME, the undersigned authority, personally appeared Stearns M. Weaver as CHAIRMAN of Key Resort, Inc. a Florida corporation, as General Partner of GB Hotel Holdings, 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 \$1,000.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

KEY RESORT, INC., a Florida corporation

By: [Signature]Name STEARNS M. WEAVERIts: CHAIRMAN

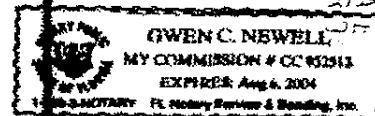
The foregoing instrument was acknowledged before me this 26 day of November, 2003, by Stearns M. Weaver as CHAIRMAN of Key Resort, Inc., a Florida corporation, as General Partner of GB Hotel Holdings, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

[Signature]
Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

}
} SS:
}

BEFORE ME, the undersigned authority, personally appeared KARIM ALIBHAI as PRESIDENT of GB (Key Biscayne) Corporation, a Florida corporation, as General Partner of GB Hotel Holdings, 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 \$1,000.

2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

GB (KEY BISCAZYNE) CORPORATION, a
Florida corporation

By: [Signature]

Name KARIM ALIBHAI

Its: PRESIDENT

The foregoing instrument was acknowledged before me this 11 day of DECEMBER, 2003, by KARIM ALIBHAI as PRESIDENT of GB (Key Biscayne) Corporation, a Florida corporation, as General Partner of GB Hotel Holdings, 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.

[Signature]
Print or Stamp Name: MARITZA VILGAR
Notary Public, State of Florida at Large
Commission No. 00877288
My Commission Expires: 10, 2003

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