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Florida Department of State  
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(((H03000344592 3)))

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**FLORIDA LIMITED PARTNERSHIP**  
**GULF BAY HOSPITALITY, LTD.**

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Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 31, 2003

WHITE & CASE

SUBJECT: GULF BAY HOSPITALITY, LTD.  
REF: W03000039948

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

The document must include the name of the partnership, the date of filing of its original registration, and the original registration number as reflected on the records of the Florida Department of State. *See P 2*

The document must include a statement reflecting the number of votes cast by number, class, and percentage for and against the conversion. If the vote is less than unanimous, the document must include a statement reflecting the number, class and percentage required to approve the conversion under the partnership agreement. *See P 3*

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) 245-6913.

Diane Cushing  
Document Specialist

FAX Aud. #: H03000344592  
Letter Number: 603A00069509

*Please use original submission date 12-31-03*

Fax Audit No. H03000344592

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GULF BAY HOSPITALITY, LTD.**

The undersigned, being all of the general partners of Gulf Bay Hospitality Company, a Florida general partnership ("Gulf Bay Hospitality Company"), hereby convert Gulf Bay Hospitality Company into Gulf Bay Hospitality, 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 Hospitality 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 Hospitality Company, which was registered with the State of Florida on 5/27/97 under Document No. G97148000182.

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

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

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

Gulf Bay Hospitality, 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:

GB Hospitality, Ltd. ✓ PA 1000000991  
c/o Gulf Bay Management  
3470 Club Center Boulevard  
Naples, FL 34114-0816  
Attn: Aubrey J. Ferrao

HM II, Inc. ✓ PA 1000030872  
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 Hospitality, 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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IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 31 day of December, 2003.

By: GB Hospitality, Ltd., a limited partnership and a general partner

By: GB Hospitality, Inc., a Florida corporation, its general partner

By: Anthony DiNardo  
Anthony DiNardo, Treasurer

By: IIM II, Inc., a Florida corporation and a general partner

By: See attached  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Limited Partnership, in one or more counterparts, as of the 31 day of December, 2003.

By: GB Hospitality, Ltd., a limited partnership and a general partner

By: GB Hospitality, Inc., a Florida corporation, its general partner

By: See attached  
Anthony DiNardo, Treasurer

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

By:   
Name: Robert R. 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 Hospitality, 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: GB Hospitality, Ltd., a Florida limited partnership and a general partner

By: GB Hospitality, Inc., a Florida corporation, its general partner

By: Anthony DiNardo  
Anthony DiNardo, Treasurer

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

By: See attached  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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FILED AND

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: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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

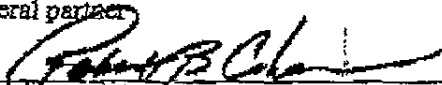
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By: GB Hospitality, Ltd., a Florida limited partnership and a general partner

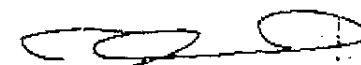
By: GB Hospitality, Inc., a Florida corporation, its general partner

By: See attached  
Anthony DiNardo: Treasurer

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

By:   
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.

  
Mark J. Woodward  
Registered Agent

Date: 12/31/03

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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

- 1. The amount of capital contributions of the limited partners is \$50,000.
- 2. The total anticipated amount of the capital contributions of the limited partners is \$0.

Dated this 31 day of December, 2003.

By: GB Hospitality, Ltd., a Florida corporation and a general partner

By: GB Hospitality, Inc., a Florida corporation, its general partner

By: Anthony DiNardo  
Anthony DiNardo, Treasurer

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

By: See attached  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

- 1. The amount of capital contributions of the limited partners is \$50,000.
- 2. The total anticipated amount of the capital contributions of the limited partners is \$0.

Dated this 31 day of December, 2003.

By: GB Hospitality, Ltd., a Florida corporation and a general partner

By: GB Hospitality, Inc., a Florida corporation, its general partner

By: See attached  
Anthony DiNardo, Treasurer

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

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

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