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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

GHG Prado Limited Partnership

Certificate of Status	1
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Page Count	03
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

GHG PRADO LIMITED PARTNERSHIP

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, being the sole General Partner of GHG PRADO LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be **GHG PRADO LIMITED PARTNERSHIP**.
2. The address of the office where records shall be kept shall be 120 Forbes Boulevard, Mansfield, Massachusetts 02048. The name and address of the registered agent for service of process is Brian J. McDonough, 150 West Flagler Street, Suite 2200, Miami, Florida 33130.
3. The name and the business address of the General Partner are:

GHG PRADO LLC, a Florida limited liability company
c/o Gatehouse Group, Inc.
120 Forbes Boulevard
Mansfield, Massachusetts 02048
4. The mailing address of the limited partnership is c/o Gatehouse Group, Inc., 120 Forbes Boulevard, Mansfield, Massachusetts 02048.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2054.
6. This Certificate has been executed by the undersigned effective as of the 23rd day of February 2004.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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GHG PRADO LLC, a Florida limited liability company, its sole General Partner

By: The Gatehouse Group, Inc., its sole Manager

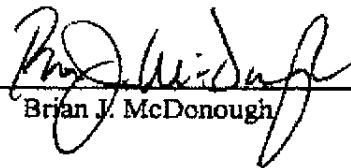
By: 
Marc S. Pionskier, President

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3396

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for GHG PRADO LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that he is familiar with his statutory obligations as such.

By: 
Brian J. McDonough

Dated this 25 day of February, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS**

The undersigned being the sole General Partner of GHG PRADO LIMITED PARTNERSHIP and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of GHG PRADO LIMITED PARTNERSHIP, with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$100.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GHG PRADO LLC, a Florida limited liability company

By: The Gatehouse Group, Inc., a Massachusetts corporation, its sole Manager

By: [Signature]
Marc S. Plonskier, President

OFFICE OF STATE CLERK
ALABAMA
STATE OF FLORIDA

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COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF BRISTOL)

The foregoing instrument was acknowledged before me this 25th day of February 2004 by Marc S. Plonskier, as President of The Gatehouse Group, Inc., a Massachusetts corporation, the sole Manager of GHG PRADO LLC, a Florida limited liability company, the sole General Partner of GHG PRADO LIMITED PARTNERSHIP, and who is personally known to me.

(Notary Seal)



[Signature]
Notary Public
My Commission Expires: 3/25/2005
Print, type or stamp name of notary SARITA D. HAMPTON

