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TALLAHASSEE, FL 32399-0001

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FLORIDA LIMITED PARTNERSHIP**FC HOTEL, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 30, 2004

WHITE & CASE

SUBJECT: FC HOTEL, LTD.
REF: W04000012232

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

FC HOTEL, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership is FC HOTEL, LTD. (the "Partnership").

2. Registered Office.

The registered office of the Partnership in the State of Florida is FC Hotel, Ltd., c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

3. 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, c/o Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 33410.

4. General Partner.

The name and business address of the General Partner is as follows:

FC Hotel, LLC ✓ MDZ-3116
c/o Gulf Bay Management, Inc.
3470 Club Center Boulevard
Naples, FL 34114-0816

5. Mailing Address.

The mailing address of the Partnership is c/o Gulf Bay Management, Inc., 3470 Club Center Boulevard, Naples, FL 34114-0816.

6. Dissolution.

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

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 23 day of March, 2004.

GENERAL PARTNER:

FC HOTEL, LLC, a Delaware limited liability company

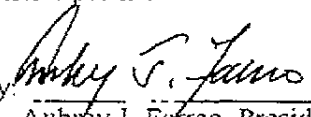
By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member

By: GBFC II, L.P., a Delaware limited partnership, its member

By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: 
Aubrey J. Forrao, President

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

FC HOTEL, 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, Florida 33410, as its initial Registered Office and has named Mark J. Woodward located at said address as its initial Registered Agent.

GENERAL PARTNER:

FC HOTEL, LLC, a Delaware limited liability company

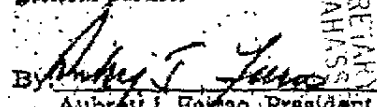
By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member

By: GBFC II, L.P., a Delaware limited partnership, its member

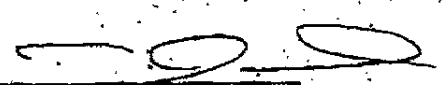
By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: 
Aubrey J. Fariao, 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 Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Mark J. Woodward,
Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of FC HOTEL, LTD., a Florida limited partnership upon penalty of perjury, certifies as follows:

1. The actual amount of capital contributions of the limited partners is \$2,000,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$2,000,000.00.

This 23 day of March 2004.

FC HOTEL, LLC, a Delaware limited liability company

By: Fiddler's Creek, LLC, a Delaware limited liability company, its sole member

By: GBFC II, L.P., a Delaware limited partnership, its member

By: GBFC II, LLC, a Delaware limited liability company, its sole general partner

By: Gulf Bay 100, Ltd., a Florida limited partnership, its sole member

By: Gulf Bay 100, Inc., a Florida corporation, its general partner

By: Aubrey J. Ferrao
Aubrey J. Ferrao, President

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