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State of Florida  
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### FLORIDA LIMITED PARTNERSHIP SBD HOTELS LIMITED PARTNERSHIP

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s/s not

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SBD HOTELS LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of SBD HOTELS LIMITED PARTNERSHIP hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is SBD HOTELS LIMITED PARTNERSHIP (the "Limited Partnership").

2. The business address the Limited Partnership is:

5100 Town Center Circle, Suite 400  
Boca Raton, Florida 33486

3. The mailing address the Limited Partnership is:

103 N. Meridian Street, Lower Level  
Tallahassee, Florida 32301

4. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

CORPDIRECT AGENTS, INC.

5. The Florida street address for the registered agent is:

103 N. Meridian Street, Lower Level  
Tallahassee, Florida 32301

6. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of SBD HOTELS LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of SBD HOTELS LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.

CORPDIRECT AGENTS, INC.

By: [Signature] Asst. Sec.  
Its: Agent

Dated: April 30, 2004.

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7. The name and business address of the sole general partner is as follows:

SBD HOTELS, INC.  
5100 Town Center Circle, Suite 400  
Boca Raton, Florida 33486

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8. The latest date upon which the limited partnership is to dissolve is December 31, 2053.

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 30<sup>th</sup> day of April, 2004 in accordance with Section 620.114 of the Florida Statutes.

SBD HOTELS, INC., a Florida corporation

By: 

Robert J. Robes, Assistant Secretary

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT**

**THE UNDERSIGNED**, constituting the sole general partner of **SBD HOTELS LIMITED PARTNERSHIP**, a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10,000.00.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Signed this 30<sup>th</sup> day of April, 2004.

SBD HOTELS, INC., a Florida corporation

By:   
Robert J. Robes, Assistant Secretary

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TALLAHASSEE, FLORIDA

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**SBD HOTELS, INC.**

April 30, 2004

Florida Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

**FILED**  
04 APR 30 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: SBD Hotels Limited Partnership

Dear Sir or Madam:

The undersigned, Assistant Secretary of SBD Hotels, Inc., hereby consents to and permits the use of the name "SBD Hotels Limited Partnership" by a similar entity in the State of Florida.

Sincerely yours,

SBD HOTELS, INC.

By: 

Robert J. Robes, Assistant Secretary

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