

2004-May-04

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2004 MAY -4 A 10: 31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

RECEIVED  
04 MAY -4 AM 8:10  
DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**

**Cape Haze Partners, Ltd.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CAPE HAZE PARTNERS, LTD.**

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The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited partnership is Cape Haze Partners, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

444 Brickell Avenue  
Suite 417  
Miami, Florida 33131.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Bay Cape Haze GP, LLC, a  
Florida limited liability company  
444 Brickell Avenue  
Suite 417  
Miami, Florida 33131.  
LO4000031516

4. The name and business address of the sole general partner of the Limited Partnership are:

Juan Pablo Bayona  
444 Brickell Avenue  
Suite 417  
Miami, Florida 33131.

5. The mailing address for the Limited Partnership is:

444 Brickell Avenue  
Suite 417  
Miami, Florida 33131.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2054.

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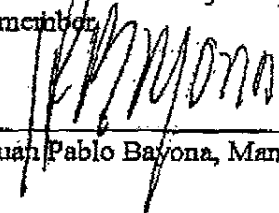
The execution of this Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of the Limited Partnership as of the 30<sup>th</sup> day of April, 2004.

GENERAL PARTNER:

BAY CAPE HAZE GP, LLC, a Florida limited liability company

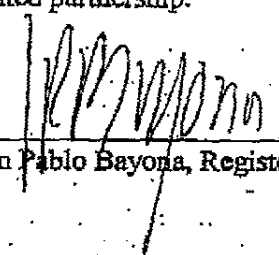
By: Bay Development Partners, LLC, a Florida limited liability company, its sole member

By:   
Juan Pablo Bayona, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for Cape Haze Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: April 30, 2004.

  
Juan Pablo Bayona, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned constituting the sole general partner of Cape Haze Partners, Ltd., a Florida Limited Partnership, certifies:*

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

GENERAL PARTNER:

BAY CAPE HAZE GP, LLC, a Florida  
limited liability company

By: Bay Development Partners, LLC, a  
Florida limited liability company, its  
sole member

By:   
Juan Pablo Bayona, Manager

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