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Division of Corporations
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From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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LIMITED PARTNERSHIP AMENDMENT

CAPE HAZE PARTNERS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

86.25

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FLORIDA DEPARTMENT OF STATE

Glenda B. Hood
Secretary of State

May 6, 2004

CAPE HAZE PARTNERS, LTD.
444 BRICKELL AVE.
SUITE 417
MIAMI, FL 33131

SUBJECT: CAPE HAZE PARTNERS, LTD.
REF: A04000000735

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FAX AUDIT NO. H04000099006 3

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP OF
CAPE HAZE PARTNERS, LTD.**

1. The name of the limited partnership as identified in the records of the Florida Department of State is Cape Haze Partners, Ltd. Attached hereto is a copy of the limited partnership's Certificate of Limited Partnership, affidavit of capital contributions and applicable limited partnership filing fees.
2. The limited partnership adopts the suffix "LLLP" and, upon the filing of this Statement of Qualification, the name of this entity shall be Cape Haze Partners, LLLP.
3. The street address of the limited partnership's principal office in Florida and its chief executive office is:

444 Brickell Avenue
Suite 417
Miami, Florida 33131.

4. The limited partnership hereby elects to be a limited liability limited partnership.
5. The effective date of this filing shall be as of the date that this document is filed with the Florida Secretary of State.
6. The name and Florida street address of the limited partnership's agent for service of process required to be maintained pursuant to Section 620.105, Florida Statutes, as amended, are:

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

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

[SIGNATURE ON NEXT PAGE]

FAX AUDIT NO. H04000099006 3

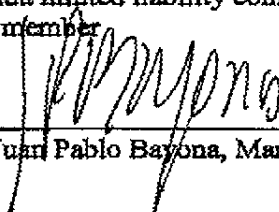
FAX AUDIT NO. H000099006 3

Signed this 30th 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

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

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:

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.

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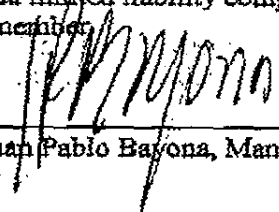
The execution of this Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of the Limited Partnership as of the 30th 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

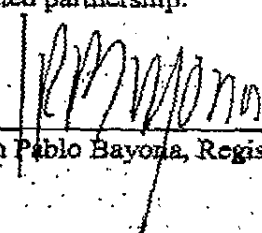
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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**

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.

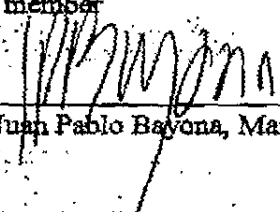
FURTHER AFFLIANT SAYETH NOT.

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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