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305 789-3395

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# A04000001051

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

FOREIGN LIMITED PARTNERSHIP

TRG - Flagler/Biscayne Holdings, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	63
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TRG - FLAGLER/BISCAYNE HOLDINGS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of TRG - FLAGLER/BISCAYNE HOLDINGS, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Partnership is:  
TRG - Flagler/Biscayne Holdings, Ltd.
2. The office and principal place of business for the Partnership currently is:  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
3. The name and address of the agent for service of process on the Partnership are:  
Angel Hernandez  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
4. The name and address of the General Partner of the Partnership are:  
TRG - Flagler/Biscayne Holdings, LLC  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
5. The mailing address of the Partnership is:  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

W04-48308

FILED  
FLORIDA

Filed by: J. Garstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller Weissler, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

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Sent by: STEARNS WEAVER

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: June 28, 2004

TRG - FLAGLER/BISCAYNE HOLDINGS, LLC, a Florida limited liability company, its sole General Partner

By: Angel Hernandez  
Angel Hernandez, Vice President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Angel Hernandez hereby accepts his appointment as registered agent for TRG - Flagler/Biscayne Holdings, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: June 28, 2004

Angel Hernandez  
Angel Hernandez, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Angel Hernandez, Vice President of TRG - Flagler/Biscayne Holdings, LLC, a Florida limited liability company, as General Partner of TRG - Flagler/Biscayne Holdings, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99 90.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

TRG - FLAGLER/BISCAYNE HOLDINGS, LLC, a Florida limited liability company, as General Partner

By: *Angel Hernandez*  
Angel Hernandez, Vice President

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 2004 by Angel Hernandez, as Vice President of TRG - Flagler/Biscayne Holdings, LLC, a Florida limited liability company, as the sole General Partner of TRG - Flagler/Biscayne Holdings, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Lianet Viart  
Commission # DC013431  
Expires May 25, 2007  
Same Notary  
910-350-5147

*Lianet Viart*  
Print of Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:

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**MEMORANDUM**

**TO:** Florida Department of State  
**FROM:** Jackie Gerstenfeld  
**RE:** TRG - Flagler/Biscayne Holdings, Ltd.  
**DATE:** June 28, 2004

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The Articles of Organization of TRG - Flagler/Biscayne Holdings, LLC the general partner of the above-referenced limited partnership, were filed contemporaneously herewith.

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