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P. 001/004

Division of Corporations

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DIVISION OF CORPORATION

* Please date this filing as of the Date of Submission
August 19, 2004

FLORIDA LIMITED PARTNERSHIP

Statement of Qualification for LLLP To follow*

2901 Beach Ventures, Ltd.

Certificate of Status	1
Certified Copy	1
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BILZIN SUMBERG

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
2901 BEACH VENTURES, LTD.**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby state as follows:

1. The name of the Limited Partnership is:

2901 Beach Ventures, Ltd.

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

2901 Collins Avenue
Miami Beach, Florida 33140

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

2901 Collins Avenue
Miami Beach, Florida 33140

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

Bruce Lazar
2901 Collins Avenue
Miami Beach, Florida 33140

5. The names and business addresses of the general partners of the Limited Partnership are:

L04000059406
Lionstone Seville GP, LLC
2901 Collins Avenue
Miami Beach, Florida 33140

L04000061275
Miami Beachfront GP, LLC
1300 Brickell Avenue
Miami, Florida 33131

6. The mailing address for the Limited Partnership is:

2901 Collins Avenue
Miami Beach, Florida 33140

7. 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 general partners constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partners of the Limited Partnership as of the 19th day of August, 2004.

GENERAL PARTNERS:

**MIAMI BEACHFRONT GP, LLC, a Florida
limited liability company**

By: Fortune International, Inc., Manager

By: 

Name: Edgardo Defortuna
Title: President

**SEVILLE LIONSTONE GP, LLC, a Florida limited
liability company**

By: 

Name: Edgardo Lionstein
Title:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for 2901 Beach Ventures, 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 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: August 19, 2004.


Bruce Lazar, Registered Agent

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

The undersigned, constituting all of the general partners of 2901 Beach Ventures, Ltd., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$ 1,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

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.

MIAMI BEACHFRONT GP, LLC, a Florida
limited liability company

By: Fortune International, Inc., Manager

By: [Signature]
Name: Edgardo Defortuna
Title: President

SEVILLE LIONSTONE GP, LLC, a Florida limited
liability company

By: [Signature]
Name: Alfredo Lionstein
Title: _____