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To:

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

From:

Account Name : GREENBERG TRAURIG (ORLANDO)
Account Number : 103731001374
Phone : (407) 418-2435
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FLORIDA LIMITED PARTNERSHIP

Bonaventure Hotel Holdings, Ltd.

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BONAVENTURE HOTEL HOLDINGS, LTD.**

THE UNDERSIGNED, constituting the sole general partner of **BONAVENTURE HOTEL HOLDINGS, LTD.** (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. Name: The name of the Partnership shall be:

BONAVENTURE HOTEL HOLDINGS, LTD.

2. Registered Agent: The Registered Agent and Registered Office of the Partnership in the State of Florida is:

Name: Thomas K. Ireland;
Address: 12000 Biscayne Blvd., Penthouse 810
Miami, FL 33181-2742

The Acceptance of Appointment of Registered Agent:

*Having been named the statutory registered agent of **BONAVENTURE HOTEL HOLDINGS, LTD.** at the place designated in this Certificate of Limited Partnership of **BONAVENTURE HOTEL HOLDINGS, LTD.**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.*

Thomas K. Ireland, Registered Agent

3. General Partner: The name and address of the general partner of the Partnership is:

BONAVENTURE HOLDINGS GP, LLC
12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181-2742

4. Partnership Address: The office and mailing address for the Partnership shall be: 12000 Biscayne Boulevard, Penthouse 810, Miami, Florida 33181-2742.

5. Dissolution: The latest date upon which the Partnership will dissolve is December 31, 2054.

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AUG. 20. 2004 11:38AM

GREENBERG TRAURIG

NO. 099 P. 4

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IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate of Limited Partnership and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

BONAVENTURE HOLDINGS GP, LLC,
a Florida limited liability company, as
general partner

By: 

Thomas K. Ireland, Sole Member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **BONAVENTURE HOTEL HOLDINGS, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

1. The amount of capital contributions of the limited partners contributed to date is \$100.
2. The total amount contributed to date and anticipated to be contributed to the capital of the limited partners is \$100.

Dated this 16 day of August, 2004.

FURTHER AFFIANT SAYETH NOT.

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

BONAVENTURE HOLDINGS GP, LLC,
a Florida limited liability company, as
general partner

By: 

Thomas K. Ireland, Sole Member

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