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LAMONT AND NEIMAN, P.A.

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Division of Corporations

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From:
Account Name : LAMONT & NEIMAN, P.A.
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FLORIDA LIMITED PARTNERSHIP

Badia Limited Partnership

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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DIVISION OF CORPORATIONS

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\$10,000,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BADIA LIMITED PARTNERSHIP**

THIS CERTIFICATE OF LIMITED PARTNERSHIP dated 10/27, 2004, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is Badia Limited Partnership.

2. **Registered Office; Registered Agent.** The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT NEIMAN INTERIAN & BELLET, P.A.
Two South Biscayne Boulevard
Suite 3550
Miami, Florida 33131
Miami-Dade County

3. **Principal Office.** The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

1278 South Venetian Way
Miami, Florida 33139-1144

4. **General Partner.** The name, mailing address, and business address of the business of the general partner are:

Badia Management Corp.
1278 South Venetian Way
Miami, Florida 33139-1144


PO4000146870

5. **Term.** The latest date upon which the limited partnership is to dissolve is December 31, 2054.

EXECUTED on the date written first above.

Badia Management Corp.

By:



Susana McGuire, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of Badia Limited Partnership, a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$250,000.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$10,000,000.


FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

Badia Management Corp.

_____ (Seal)

By: 
Susana McGuire, President

Attest: 
Susan McGuire, Secretary

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**CONSENT TO SERVE AS REGISTERED AGENT
FOR BADIA LIMITED PARTNERSHIP**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: 10/27, 2004.

LAMONT NEIMAN INTERIAN & BELLET, P.A.

By: 
Ellen Beth Bellet, Esq.

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