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

From:
Account Name : LAMONT & NEIMAN, P.A.
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DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

CMMR PARTNERS, LTD.

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

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CMMR PARTNERS, LTD.

This Certificate of Limited Partnership dated November 16, 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 CMMR Partners, Ltd.
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.
2 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:

6050 La Gorce Drive
Miami Beach, Florida 33144

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

CMMR Management Corp.
6050 La Gorce Drive
Miami Beach, Florida 33144

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

EXECUTED on the date written first above.

CMMR MANAGEMENT CORP.

By:


Cecilia Yaghoubi, President

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STATE
TALLAHASSEE
FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
CMMR PARTNERS, LTD.**

The undersigned constituting all of the General Partners of CMMR PARTNERS, LTD., a Florida Limited Partnership, certify the amount of capital contribution to date of the Partner is \$100.

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

CMMR MANAGEMENT CORP.

By:


Cecilia Yaghoubi, President

Attest:


Cecilia Yaghoubi, Secretary

(Seal)

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**CONSENT TO SERVE AS REGISTERED AGENT FOR
CMMR PARTNERS, LTD.**

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: November 16, 2004.

LAMONT NEIMAN INTERIAN & BELLET, P.A.

By:


Jan S. Neiman, Esq.

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