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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Tempus Puerto Rico Development, Ltd., S.E.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEMPUS PUERTO RICO DEVELOPMENT, LTD., S.E.**

The undersigned, for the purpose of forming a limited partnership under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 620 of the Florida Statutes and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Florida Revised Uniform Limited Partnership Act"), hereby certifies that:

FIRST: The name of the limited partnership (hereinafter called the "Partnership") is Tempus Puerto Rico Development, Ltd., S.E.

SECOND: The mailing address and street address of the principal office of the Company is 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819, or such other place as the General Partner of the Partnership may determine from time to time.

THIRD: The address, including street, number, city, and county, of the registered office of the Partnership in the State of Florida is 200 South Orange Ave., Suite 2300, City of Orlando, 32801, County of Orange; and the name of the registered agent of the Partnership in the State of Florida at such address is A.G.C. Co.

FOURTH: The term of the Partnership shall continue in perpetuity unless the Partnership is earlier dissolved (and not continued by the Limited Partners) pursuant to the Florida Revised Uniform Limited Partnership Act or as otherwise agreed to by the Partners.

FIFTH: The name and mailing address of each general partner of the Partnership is as follows:

WVO Puerto Rico, LLC
#L04000000352


7380 Sand Lake Road, Suite 600
Orlando, Florida 32819

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Tempus Puerto Rico Development, Ltd., S.E., this 31 day of January, 2005.

WVO PUERTO RICO, LLC,
a Florida limited liability company

By: Tempus Resorts International, Ltd., a
Florida limited partnership, as its Sole
Member

By: AP/Tempus, LLC, a Delaware
limited liability company, as its
General Partner

By: 
Name: Roger Farwell
Title: President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR

TEMPUS PUERTO RICO DEVELOPMENT, LTD., S.E.

The undersigned, constituting the sole general partner of Tempus Puerto Rico Development, Ltd., S.E., a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$0.00.
2. The total amount contributed (\$0.00) and anticipated to be contributed (\$14,000,000.00) by the limited partners at this time totals \$14,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

WVO PUERTO RICO, LLC,
a Florida limited liability company

By: Tempus Resorts International, Ltd., a
Florida limited partnership, as its Sole
Member

By: AP/Tempus, LLC, a Delaware
limited liability company, as its
General Partner

By: 
Name: Roger Farwell
Title: President

DIYACHA CORPORATION
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

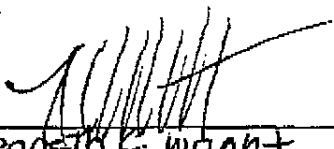
Pursuant to the provisions of Florida Statute Section 620.105, Tempus Puerto Rico Development, Ltd., S.E. submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited partnership is Tempus Puerto Rico Development, Ltd., S.E.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited partnership at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: January 31, 2005

A.G.C. CO.

By: 
Name: Kenneth C. Wright
Title: Vice President

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