

Division of Corporations

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To:

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

From:

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
NEWPORT HARBOR, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR -5 PM 8:32

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Certificate of Status	1
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Fax Audit No. H05000082920

CERTIFICATE OF LIMITED PARTNERSHIP**OF****NEWPORT HARBOR, LTD.**

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is Newport Harbor, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Fred Levenson, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

Newport Harbor, Inc. - *P05 0000 49805*
c/o Newport Property Ventures, Ltd.
3211 Ponce de Leon Boulevard, Suite 202
Coral Gables, FL 33134

5. Mailing Address.

The mailing address of the Partnership is c/o Newport Property Ventures, Ltd., 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, FL 33134.

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TALLAHASSEE, FLORIDA

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6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2035.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 5th day of April, 2005

GENERAL PARTNER:

NEWPORT HARBOR, INC.

By: 

Name: Constantine J. Scurtis

Title: Vice President

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CERTIFICATE DESIGNATING REGISTERED AGENT**AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

NEWPORT HARBOR, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Fred Levenson located at said address as its initial Registered Agent.

NEWPORT HARBOR, INC.
General Partner

By: 
Name: Constantine J. Scurtis
Title: Vice President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Constantine Scurtis, Vice President of NEWPORT HARBOR, INC., a Florida corporation, constituting the sole general partner of NEWPORT HARBOR, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$1,900,000.
2. The total anticipated amount of the capital contributions of the limited partners is \$2,500,000.

This 5th day of April, 2005.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

NEWPORT HARBOR, INC.

By: 

Name: Constantine J. Scurtis

Title: Vice President

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