

07/06/2005 10:27 FAX 305-358-5744

WHITE & CASE

0001/005

Division of Corporations

Page 1 of 1

FILED

Florida Department of State  
Division of Corporations  
Public Access System

2005 JUL -6 A 8:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000163603 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305) 371-2700  
Fax Number : (305) 358-5744

FLORIDA LIMITED PARTNERSHIP

Royal Gulf, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

AL

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

H05000163603 3

2005 JUL -6 A 8:07

CERTIFICATE OF LIMITED PARTNERSHIP  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

ROYAL GULF, 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 Royal Gulf, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o White & Case LLP, 200 South 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 Frederic L. Leverison, c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

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

Royal Gulf, LLC  
c/o Newport Property Ventures, Ltd.  
3211 Ponce de Leon Boulevard, Suite 202  
Coral Gables, Florida 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, Florida 33134.

H05000163603 3

FILED

2005 JUL -6 A 8:07

CLERK OF STATE  
TALLAHASSEE, FLORIDA

H05000163603 3  
6. Dissolution.

2035.

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of  
Limited Partnership as of the 6th day of July, 2005

GENERAL PARTNER:

ROYAL GULF, LLC

By: 

Name: Frederic L. Leven on

Title: Authorized Representative

H05000163603 3

H05000163603 3

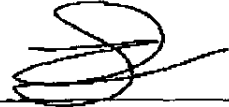
**CERTIFICATE DESIGNATING REGISTERED AGENT**

**AND REGISTERED OFFICE**


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

ROYAL GULF, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Frederic L. Levenson located at said address as its initial Registered Agent.

ROYAL GULF, LLC  
General Partner

By:   
Name: Frederic L. Levenson  
Title: Authorized Representative

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:   
Frederic L. Levenson  
Registered Agent

H05000163603 3

FILED

H05000163603 3

2005 JUL -6 A 8:07

AFFIDAVIT OF CAPITAL CONTRIBUTIONSSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared Frederic L. Levenson, Authorized Representative of ROYAL GULF, LLC, a Florida limited liability company, constituting the sole General Partner of ROYAL GULF, 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 \$2,700,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$2,700,000.00.

This 6th day of July, 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:

ROYAL GULF, LLC

By: 

Name: Frederic L. Levenson

Title: Authorized Representative

H05000163603 3