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STEARNS WEAVER MILLER

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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

UDG Holdings I, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
UDG HOLDINGS I, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of UDG Holdings I, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is: UDG Holdings I, Ltd.
2. The office and principal place of business for the Partnership currently is:
1801 S.W. 3rd Avenue, Suite 500
Miami, Florida 33129
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
150 West Flagler Street
Museum Tower, Suite 2200
Miami, FL 33130
4. The name and address of the General Partner of the Partnership is:
UDG-Las Palmas, Inc.
1801 S.W. 3rd Avenue
Suite 500
Miami, Florida 33129
5. The mailing address of the Partnership is:
1801 S.W. 3rd Avenue
Suite 500
Miami, Florida 33129
6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: 8/4, 2005

UDG-LAS PALMAS, INC., a Florida corporation, General Partner

By: *Albert M. Jr.*
Name: *Albert M. Jr.*
Title: *President*

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for UDG Holdings I, Ltd., a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

DATED: *July 28*, 2005

Brian J. McDonough
Brian J. McDonough, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF MIAMI DADE } SS:

BEFORE ME, the undersigned authority, personally appeared Alberto Hilo Jr
President of UDG-Las Palmas, Inc., a Florida corporation, as General Partner of
UDG Holdings I, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.99.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

DATED: 8/4, 2005

UDG-LAS PALMAS, INC, a Florida
corporation, General Partner

By: Alberto Hilo Jr
Name: Alberto Hilo Jr
Title: President

The foregoing instrument was acknowledged before me this 4th day of August, 2005, by Alberto Hilo Jr as President of UDG-Las Palmas, Inc, a Florida corporation, as General Partner of UDG Holdings I, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Ada B. Gonzalez
Commission # DB122573
Expires June 23, 2006
Bonded Thru
Atlantic Bonding Co. Inc.

Ada B. Gonzalez
Print or Stamp Name
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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TALLAHASSEE, FLORIDA

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