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ID: BILZIN, SUMBERG

FAX: 0753747502

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, Division of Corporations

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To:

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

Vivian Rivera
09436

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FLORIDA LIMITED PARTNERSHIP

LNR HERITAGE HARBOUR, LTD.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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\$30,000,000.00

8/24/2005

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
LNR HERITAGE HARBOUR, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is LNR HERITAGE HARBOUR, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the principal office of the Limited Partnership is:

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

3. The registered office of the Limited Partnership is:

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

4. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

LNR Heritage Harbour GP, LLC,
a Florida limited liability company
1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

5. The name and business address of the sole general partner of the Limited Partnership is:

LNR Heritage Harbour GP, LLC,
a Florida limited liability company
1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

6. The mailing address for the Limited Partnership is:

1601 Washington Avenue
Suite 800
Miami Beach, Florida 33139.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned sole general partner of the Limited Partnership as of the 24th day of August, 2005.

LNR HERITAGE HARBOUR GP,
LLC, a Florida limited liability company

By: 
Zena M. Dickstein, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated as registered agent for LNR HERITAGE HARBOUR, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that it will accept service of process for and on behalf of the Limited Partnership and will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: August 24, 2005.

LNR HERITAGE HARBOUR GP,
LLC, a Florida limited liability company

By: 
Zena M. Dickstein, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) SS:

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Zena M. Dickstein ("Affiant"), as Vice President on behalf of LNR Heritage Harbour GP, LLC, a Florida limited liability company (the "Company"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is duly authorized to act on behalf of the Company, and the Company is the sole general partner of LNR HERITAGE HARBOUR, LTD., a Florida limited partnership (the "Limited Partnership").

2. As of the date hereof, the limited partner of the Limited Partnership has actually contributed to the Limited Partnership \$1.00 of a maximum amount of up to \$30,000,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partner.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Zena M. Dickstein
Zena M. Dickstein, as Vice President
on behalf of LNR Heritage Harbour GP,
LLC, a Florida limited liability company

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 24 day of August, 2005, by Zena M. Dickstein, as Vice President on behalf of LNR HERITAGE HARBOUR GP, LLC, a Florida limited liability company; said individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]



Helen E. Galera
MY COMMISSION # 0026015 EXPIRES
JUNE 6, 2008
BONDED FIDELITY FARM INSURANCE, INC.

Helen E. Galera
Print Name: Helen E. Galera
NOTARY PUBLIC, State of Florida

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