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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP
RESIDENCES WEST BEACH, LTD.

Certificate of Status	0
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10/14/05

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TALLAHASSEE, FLORIDA

SP

CERTIFICATE OF LIMITED PARTNERSHIP

OF

RESIDENCES WEST BEACH, 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 RESIDENCES WEST BEACH, 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. Levenson, 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:

Residences West Beach, 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.

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LOS-54123

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 23rd day of October, 2005

GENERAL PARTNER:

RESIDENCES WEST BEACH, LLC

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

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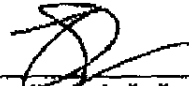
CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE


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

RESIDENCES WEST BEACH, 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.

RESIDENCES WEST BEACH, 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

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Frederic L. Levenson, Authorized Representative of RESIDENCES WEST BEACH, LLC, a Florida limited liability company, constituting the sole General Partner of RESIDENCES WEST BEACH, 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 \$1,500,000.
2. The total anticipated amount of the capital contributions of the limited partners is \$1,500,000.

This 13th day of October 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:

RESIDENCES WEST BEACH, LLC

By: 

Name: Frederic L. Levenson

Title: Authorized Representative

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TALLAHASSEE, FLORIDA

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