

11/01/2005 11:05 FAX 3057893489

Division of Corporations

STEARNS WEAVER MILLER

11/01/2005

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

Bal Harbour Investors, Ltd.

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Estimated Charge	\$148.75

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAL HARBOUR INVESTORS, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of BAL HARBOUR INVESTORS, 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:
Bal Harbour Investors, Ltd.
2. The office and principal place of business for the Partnership currently is:
101 East Kennedy Boulevard, Suite 3300
Tampa, Florida 33602
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership is:
Bal Harbour Partners, LLC
101 East Kennedy Boulevard, Suite 3300
Tampa, Florida 33602
5. The mailing address of the Partnership is:
101 East Kennedy Boulevard, Suite 3300
Tampa, Florida 33602
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: October 31, 2005

BAL HARBOUR PARTNERS, LLC, a
Florida limited liability company, General
Partner

By: Debra F. Koehler
Debra F. Koehler, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Bal Harbour Investors, 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: October __, 2005

Brian J. McDonough, Registered Agent

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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: October __, 2005

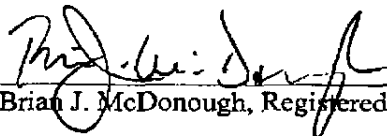
BAL HARBOUR PARTNERS, LLC, a
Florida limited liability company, General
Partner

By: _____
Debra F. Kochler, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for Bal Harbour Investors, 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: October 11, 2005



Brian J. McDonough, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Debra F. Koehler as President of Bal Harbour Partners, LLC, a Florida limited liability company, as General Partner of Bal Harbour Investors, 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: October 31, 2005

BAL HARBOUR PARTNERS, LLC, a
Florida limited liability company, General
Partner

By: Debra F. Koehler
Debra F. Koehler, President

The foregoing instrument was acknowledged before me this 31st day of October, 2005, by Debra F. Koehler as President of Bal Harbour Partners, LLC, a Florida limited liability company, as General Partner of Bal Harbour Investors, 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.

Lillian Tramontano
Print or Stamp Name: Lillian Tramontano
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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