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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

doral grande residences, ltd.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

DORAL GRANDE RESIDENCES, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, with an effective date of January 1, 2006, does hereby execute, file and acknowledge with the Secretary of State of the State of Florida this Certificate of Limited Partnership, as follows:

1. The name of this limited partnership ("Partnership") shall be:

DORAL GRANDE RESIDENCES, LTD.

2. The principal office and the mailing address in Florida of this Partnership at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

3. The name and street address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Doral Grande Residences, Inc. (as General Partner) c/o Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, Florida, 33154.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

DORAL GRANDE RESIDENCES, INC.

c/o Howard D. Cohen

PC5000159972

1025 Kane Concourse
Suite 215

Bay Harbor Islands, FL 33154

5. A mailing address for the Partnership is as follows:

Doral Grande Residences, Ltd.

c/o Howard D. Cohen

1025 Kane Concourse

Suite 215

Bay Harbor Islands, FL 33154

Prepared by: Howard D. Cohen, Esq., FL Bar #980323
1025 Kane Concourse, Suite 215
Bay Harbor Islands, FL 33154
(305) 867-2245

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6. The latest date upon which the Partnership is to dissolve is December 31, 2150, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An Affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 6th day of December, 2005.

DORAL GRANDE RESIDENCES, INC., a
Florida corporation, as general partner


Howard D. Cohen, President

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Prepared by: Howard D. Cohen, Esq., FL Bar #980323
1025 Kane Concourse, Suite 215
Bay Harbor Islands, FL 33154
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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
DORAL GRANDE RESIDENCES, LTD.**

The undersigned, constituting the sole General Partner of Doral Grande Residences, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partner's contribution total is \$0.00. Additional capital contributions are anticipated to be made by the limited partners in the amount of \$14,000,000.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

**DORAL GRANDE RESIDENCES, INC., a
Florida corporation, as General Partner**

By: _____

Howard D. Cohen, President

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