

Certificate of Limited Partnership

A05000002216

FILED

December 15, 2005

Sec. Of State

gharvey

Name of Limited Partnership:

GRAND TERRAMAR LIMITED PARTNERSHIP

Business Address of Limited Partnership:

1101 BRICKELL AVENUE
SOUTH TOWER SUITE 400
MIAMI, FL. 33131

Mailing Address of Limited Partnership:

1101 BRICKELL AVENUE
SOUTH TOWER SUITE 400
MIAMI, FL. 33131

The name and Florida street address of the registered agent is:

MURAI WALD BIONDO MORENO & BROCHIN PA
TWO ALHAMBRA PLAZA
PENTHOUSE 1B
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: RENE V. MURAI, PRESIDENT

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2055

The name and address of all general partners are:

Title: G
GRAND DEVELOPERS TERRAMAR CORP.
1101 BRICKELL AVENUE, SOUTH TOWER, #400
MIAMI, FL. 33131

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
GRAND TERRAMAR LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
1,200,000.00

Signed this Fifteenth day of December, 2005

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: XAVIER MARCOS, VICE PRESIDENT