

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LP/LLP

LAS OLAS REAL ESTATE - SAP LLLP

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DIVISION OF CORPORATIONS

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

LAS OLAS REAL ESTATE - SAP LLLP

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 LAS OLAS REAL ESTATE - SAP LLLP.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. 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 K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

Las Olas Real Estate - SAP LLC
401 E. Las Olas Blvd., Suite 2200
Fort Lauderdale, FL 33301

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5. Mailing Address.

The mailing address of the Partnership is 401 E. Las Olas Blvd., Suite 2200, Fort Lauderdale, FL 33301.

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6. Election as a Limited Liability Limited Partnership.

The partnership elects to be a limited liability limited partnership.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 17th day of February, 2006.

GENERAL PARTNER:

LAS OLAS REAL ESTATE - SAP LLC

By: 

K. Lawrence Gragg
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:

LAS OLAS REAL ESTATE - SAP LLLP desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

LAS OLAS REAL ESTATE - SAP LLC

General Partner

By: K. Lawrence Gragg

K. Lawrence Gragg

Authorized Representative

Having been named Registered Agent for the above stated limited partnership, 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: K. Lawrence Gragg

Registered Agent

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