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LLP AMENDMENT/RESTATEMENT/CORRECTION

VANTAGE DORSET 17 CONDOTEL, LP

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

**VANTAGE DORSET 17 CONDOTEL, LP
a Florida limited partnership**

This Certificate of Limited Partnership of Vantage Dorset 17 Condotel, LP, a Florida limited partnership (the "Partnership") is hereby amended and restated in its entirety as follows:

1. Name. The name of this limited partnership is VANTAGE DORSET 17 CONDOTEL, LP (the "Partnership").

2. Business Address. The business address of the Partnership is:

777 Brickell Avenue
Suite 1270
Miami, Florida 33131

3. Registered Agent. The name of the registered agent for service of process is Corporation Company of Miami.

4. Address for Registered Agent. The street address for the registered agent is:

201 South Biscayne Boulevard
Suite 1500 (AGS)
Miami, Florida 33131

5. Mailing Address. The mailing address of the Partnership is:

777 Brickell Avenue
Suite 1270
Miami, Florida 33131

6. Duration. The Partnership shall have a perpetual duration.

7. General Partner. The name and business address of the general partner of the Partnership (the "General Partner") is as follows:

Condotel Associates LLC
777 Brickell Avenue
Suite 1270
Miami, Florida 33131

8. Purpose. The business and purpose of the Partnership shall be to acquire, hold, operate, manage, develop, refinance, improve, construct, pursue zoning or rezoning, exercise

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rights, remedies and claims with respect to, dispose of and otherwise deal with that tract of land commonly known as the "Dorset Hotel" located at 1720 Collins Avenue, Miami Beach, Florida (the "Property"), and such activities as are necessary, incidental or appropriate in connection therewith.

9. Partnership Property. All property owned by the Partnership shall be owned by the Partnership as an entity and, insofar as permitted by applicable law, no partner of the Partnership shall have any ownership interest in any Partnership property in its individual name or right, and each partner's interest in the Partnership shall be personal property for all purposes. The foregoing provisions shall govern over any contrary or inconsistent provision in the partnership agreement of the Partnership or any other document or instrument governing the affairs of the Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of this 14 day of October, 2006.

CONDOTEL ASSOCIATES, LLC, as General
Partner

By: Vantage Plus Corp., its Managing Member

By: 
Omar Botero Canal, its President

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 13th DAY OF OCTOBER, 2006.

Corporation Company of Miami

By: 

Felicia Hickey, Assistant Secretary

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