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**Las Brisas Tropical, Ltd.**

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LAS BRISAS TROPICAL, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Las Brisas Tropical, Ltd., a Florida limited partnership (the "Partnership"), hereby executes and submits 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:

LAS BRISAS TROPICAL, LTD.

2. The street address of the Partnership currently is:

9400 South Dadeland Boulevard, Suite 100  
Miami, Florida 33156

3. The mailing address of the Partnership currently is:

9400 South Dadeland Boulevard, Suite 100  
Miami, Florida 33156

4. 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

5. The name and address of the General Partner of the Partnership are:

PHG - Brisas, LLC  
9400 South Dadeland Boulevard, Suite 100  
Miami, Florida 33156

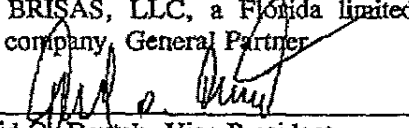
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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

DATED: June 30, 2006

PHG - BRISAS, LLC, a Florida limited liability company, General Partner

By:   
David O. Deuteh, Vice President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts his appointment as registered agent for Las Brisas Tropical, Ltd., a Florida limited partnership. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

DATED: June 29, 2006

  
\_\_\_\_\_  
Brian J. McDonough

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