

07/06/2006 17:13 FAX 3057893490
Division of Corporations

STEARNS WEAVER MILLER

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Florida Department of State
Division of Corporations
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Pinnacle Breezes, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PINNACLE BREEZES, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Pinnacle Breezes, 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:

PINNACLE BREEZES, 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 - Breezes, LLC
9400 South Dadeland Boulevard, Suite 100
Miami, Florida 33156

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 - BREEZES, LLC, a Florida limited liability company, General Partner

By: _____

David O. Deutch, Vice President

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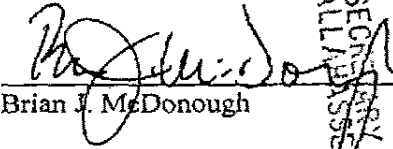
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts his appointment as registered agent for Pinnacle Breezes, 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 28, 2006
Brian J. McDonough2006 JUL -7 AM 9:21
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TALLAHASSEE, FLORIDA

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