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P. 001

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LP/LLP

NEW DAWN DAYTONA, LP

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8/14/2006 12:24 PAGE 001/001 Florida Dept of State



August 14, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: NEW DAWN DAYTONA, LP
REF: W06000035746

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Leslie Sellers
Document Specialist

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P.003

06000202424 3

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEW DAWN DAYTONA, LP**

The undersigned, pursuant to the provisions of Section 620.1201 of the Florida Statutes,
hereby certifies and swears in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME

The name of the limited partnership is:

NEW DAWN DAYTONA, LP (the "Partnership").

ARTICLE II - BUSINESS AND MAILING ADDRESS

The business address and the mailing address of the Partnership is 2601 South Bayshore
Drive Suite 200, Miami, Florida 33133.

ARTICLE III - REGISTERED AGENT AND REGISTERED ADDRESS

The name and address of the Registered Agent for the Partnership is:

Neil S. Rollnick, Esq.
Adorno & Yoss LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134-6012

ARTICLE III - GENERAL PARTNER

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

New Dawn Daytona GP, LLC
2601 S. Bayshore Drive
Suite 200
Miami, Florida 33133

ARTICLE IV - DISSOLUTION DATE OF PARTNERSHIP

The latest date upon which the Limited Partnership is to be dissolved is December 31, 2009.

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P. 004

HD6000202424 33

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 11th day of August, 2006.

**New Dawn Daytona GP, LLC,
General Partner**


By: Key Real Estate Development, Corp.,
Its Managing Member

By: 
Eduardo Avila
President

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 620 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for NEW DAWN DAYTONA, LP, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 11th day of August, 2006.


Neil S. Rollnick, Esq.

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