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Division of Corporations

Page of 1

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BayBrook II Acquisition, Ltd.

Certificate of Status	0
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J. Miller

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAYBROOK II ACQUISITION, LTD.

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 BAYBROOK II ACQUISITION, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o White & Case, LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 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 Frederic Levenson, c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

4. General Partner.

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

BayBrook, LLC
c/o Newport Property Ventures, Ltd.
3211 Ponce de Leon Boulevard, Suite 202
Coral Gables, Florida 33134

LDL-110289

5. Mailing Address.

The mailing address of the Partnership is c/o Newport Property Ventures, Ltd., 3211 Ponce de Leon Boulevard, Suite 202, Coral Gables, Florida 33134.

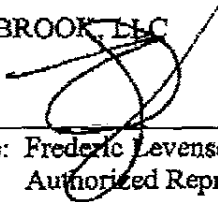
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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 15 day of October 2006.

GENERAL PARTNER:

BAYBROOK LLC

By: 
Name: Frederic Levenson
Title: 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:

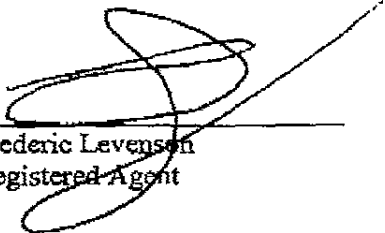
BAYBROOK II ACQUISITION, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named Frederic Levenson located at said address as its initial Registered Agent.

GENERAL PARTNER:

BAYBROOK, LLC

By: 
Name: Frederic Levenson
Title: Authorized Representative

Having been named Registered Agent for the above stated limited partnership, at 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.


Frederic Levenson
Registered Agent

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