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Clearlake Acquisition, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****CLEARLAKE 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 **CLEARLAKE ACQUISITION, LTD.**

2. Registered Office.

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

4. General Partner.

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

CVW, LLC
c/o Newport Property Ventures, Ltd.
3211 Ponce de Leon Boulevard, Suite 202
Coral Gables, Florida 33134
406-122/32

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 33131.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 26 day of December, 2006.

GENERAL PARTNER:

CVW, LLC

By: 

Name: Frederic L. 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:

CLEARLAKE 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 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named Frederic L. Levenson located at said address as its initial Registered Agent.

CVW, LLC
General Partner

By: 

Name: Frederic L. Levenson

Title: Authorized Representative

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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.

By: 

Frederic L. Levenson
Registered Agent