

Division of Corporations

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

Certificate of Status	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PINNACLE BAYOU, LTD.**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Pinnacle Bayou, 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 BAYOU, LTD.
2. The mailing address and the street address of the Partnership is

9400 S. Dadeland Boulevard, Suite 100
Miami, Florida 33156
3. The name and address of the agent for service of process
Partnership are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:

PHG - BAYOU, LLC *LO7-13107*
9400 S. 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: February 5, 2007

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

By: 
David O. Deutch, Vice President

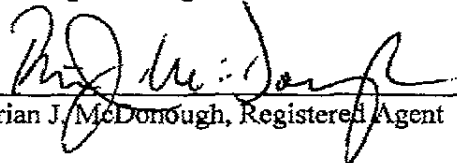
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Brian J. McDonough, hereby accepts my appointment as registered agent for Pinnacle Bayou, Ltd., a Florida limited partnership. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: February 5, 2007
Brian J. McDonough, Registered Agent

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