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Florida Department of State
Division of Corporations
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From: Account Name : GREENBERG, TRAUERIG, HOFFMAN, ET AL.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Cabi Aventura Hotel, LLLP

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TALLAHASSEE, FLORIDA

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**CABI AVENTURA HOTEL, LLLP
CERTIFICATE OF LIMITED PARTNERSHIP
FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited liability limited partnership is CABI AVENTURA HOTEL, LLLP (the "Partnership").

2. The principal place of business and mailing address of the Partnership is:

19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

3. The name of the registered agent for service of process is:

CT Corporation System

4. The Florida street address for the registered agent is:

1200 S. Pine Island Road
Plantation, Florida 33324

5. The Partnership hereby elects to be a limited liability limited partnership.

6. The name and business address of the sole general partner is as follows:

Cabi Aventura GP, Inc.
19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

907-45598

7. The latest date upon which the Partnership is to dissolve is December 31, 2057.

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

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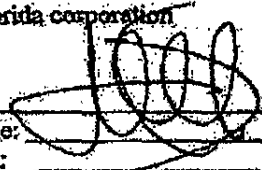
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IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Liability Partnership on the 20th day of April, 2007.

CABI AVENTURA GP, INC.,
a Florida corporation

By: 
Name: _____
Title: _____

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TALLAHASSEE, FLORIDA

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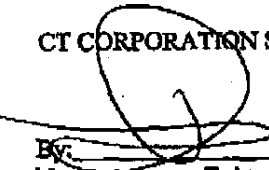
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability limited partnership at the place designated in this Certificate of Limited Partnership for Florida Limited Liability Limited Partnership, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 620.

Dated this 20th day April, 2007.

CT CORPORATION SYSTEM

By: 
Name: Peter F. Souza
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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