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Division of Corporations

Page 1 of 1

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WL Key Biscayne II, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

WL KEY BISCAYNE II, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership act, the undersigned, being the General Partners of WL KEY BISCAYNE II, LTD, a Florida limited partnership (the "Partnership"), does hereby execute and submit for filings with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Partnership is:
WL KEY BISCAYNE II, LTD
2. The office and principal place of business of the Limited Partnership currently is:
**3250 Mary Street, Suite 500
Miami, Florida 33133**
3. The name and address of the agent for service of process on the Limited Partnership is:
**Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
c/o Stearns Weaver
150 W. Flagler Street, Suite 2200
Miami, FL 33130**
4. The names and addresses of the General Partner of the Partnership is:
**WLKB, LLC
3250 Mary Street, Suite 500
Miami, Florida 33133**
5. The mailing address of the Limited Partnership is:
**3250 Mary Street, Suite 500
Miami, Florida 33133**
6. The latest date upon which the Limited Partnership shall dissolve is December 31, 2057.

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as the General Partners pursuant to the provisions of Section 620.114 of the Florida Uniform Limited Partnership Act.

Dated: MAY 7, 2007

WLKB, LLC, a Florida limited liability company

By: [Signature]
Name: Sherwood M. Walser
Title: Chairman, Key Resort, Inc.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. hereby accepts its appointment as registered agent for WL KEY BISCAVNE II, LTD, a Florida limited partnership and states that the undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

Date: MAY 7, 2007

By: [Signature]
By: Rick Schatz for the Firm
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.

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TALLAHASSEE, FLORIDA

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FILED MAY 8 2007 BY [Signature] FOR THE FIRM STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

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