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To:
Division of Corporations
Fax Number : (850)205-0383

Attn: Gretchen Harvey

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

000650.69855

FLORIDA/FOREIGN LP/LLP

MHLP MERGER LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	04
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**CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
MHLP MERGER LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, does hereby certify as follows:

ARTICLE I

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership," shall be MHLP Merger Limited Partnership.

ARTICLE II

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 601 Biscayne Boulevard, American Airlines Arena, Miami, Florida 33132.

ARTICLE III

The street address of the initial registered agent of the Limited Partnership is One Biscayne Tower, 21st Floor, 2 South Biscayne Boulevard, Miami, Florida 33131 and the initial registered agent of the Limited Partnership at that address is B & C Corporate Services, Inc. ✓

ARTICLE IV

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

<u>Name</u>	<u>Address</u>
B Trust GP, LLC ✓	1201 N. Market Street 18th Floor, Wilmington, DE 19801

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ARTICLE V

The Limited Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The existence of the Limited Partnership is perpetual.

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Subject: 000650.69855

From: Katie Wonsch

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IN WITNESS WHEREOF, this Certificate of Limited Partnership of MHLP Merger Limited Partnership has been executed by the undersigned General Partner on this 11th day of June, 2007.

GENERAL PARTNER:

B TRUST GP, LLC

By: MA 1994 B Shares, L.P.,
its sole member

By: MA 1994 B Shares, Inc.,
its managing general partner



John J. O'Neil
Vice President

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From: Katie Wonsch

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED-AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Certificate of Limited Partnership of MHL P Merger Limited Partnership and states that it is familiar with and accepts the obligations of Section 620.105 of the Florida Revised Uniform Limited Partnership Act of 2005.

B & C CORPORATE SERVICES, INC.,
a Florida corporation

By: *Gisela Fasco*
Gisela Fasco, Vice President

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