

Certificate of Limited Partnership

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FILED
May 29, 2008
Sec. Of State
gharvey

Name of Limited Partnership:

BELLAGIO HOTEL LP

Street Address of Limited Partnership:

4833 COLLINS AVENUE
SUITE 1714
MIAMI BEACH, FL. US 33140

Mailing Address of Limited Partnership:

P.O. BOX 140668
CORAL GABLES, FL. US 331140668

The name and Florida street address of the registered agent is:

M.J.F. REGISTERED AGENT CORP.
153 SEVILLA AVENUE
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL J. FREEMAN, PRESIDENT

The name and address of all general partners are:

Title: G
BELLAGIO HOTEL MANAGEMENT LLC
4833 COLLINS AVENUE, SUITE 1714
MIAMI BEACH, FL. 33140 US

Signed this Twenty Ninth day of May, 2008

I (we) declare the I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: MICHAEL FREEMAN FOR JACQUES. G. MURRAY