

Jan. 24, 2011 11:15AM  
Division of Corporations

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No. 1191 P. 1

Page 1 of 1

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FLORIDA/FOREIGN LP/LLP  
VISTA PLANTATION HOTEL, LP

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,061.25

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VISTA PLANTATION HOTEL, LP**

Pursuant to Chapter 620, *Florida Statutes* (the "Act"), the undersigned, being the sole General Partner of VISTA PLANTATION HOTEL, LP, a Florida limited partnership (the "Partnership"), does execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated in this Certificate are true and correct:

**ARTICLE I  
NAME**

The name of the Partnership is VISTA PLANTATION HOTEL, LP.

**ARTICLE II  
OFFICE AND AGENT FOR SERVICE OF PROCESS**

The name and address of the agent for service of process for the Partnership is

Dudley Q. Sharp, Jr.  
369 N. New York Ave.,  
Winter Park, FL 32789

The Partnership may change its registered agent or the address of the office for service of process, by filing with the Department of State of the State of Florida an amendment complying with the Act.

**ARTICLE III  
NAMES AND ADDRESSES OF GENERAL PARTNERS**

The names and addresses of the General Partner is as follows:

VISTA PLANTATION HOTEL, INC.  
55 King Street, Suite 801  
Kitchener, Ontario N2G 4W1

**ARTICLE IV  
MAILING ADDRESS**

The principal and mailing address for the Partnership shall be 55 King Street, Suite 801, Kitchner, Ontario N2G 4W1.

**ARTICLE V  
TERM**

This Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida and shall continue in accordance with the terms provided in the Limited Partnership Agreement.

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**ARTICLE VI  
PURPOSE, POWERS AND DUTIES**

The Partnership is organized for the purpose of (i) leasing, selling, exchanging, mortgaging, buying, transferring, holding, owning, working, developing, improving, dividing, sub-dividing, pledging or in any manner whatsoever acquiring and disposing of, on its own, account or on commission, property of all kinds, real, personal and mixed and including rights, easements, and incorporeal hereditaments appurtenant thereto; and while the owner of any property exercising all the rights, powers and privileges of ownership to the same extent as natural persons might do; and (ii) transacting any and all other lawful business for which a limited partnership may be organized under the Act.

**ARTICLE VII  
MISCELLANEOUS**

The provisions of this Certificate of Limited Partnership will supersede any conflicting provision of the Limited Partnership Agreement.

Dated this 24 day of January, 2011.

VISTA PLANTATION HOTEL, INC.

a Florida corporation, as the sole General Partner

By: [Signature]

Print name: Dudley Q. Sharp, Jr.

Title: Authorized agent

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TALLAHASSEE, FLORIDA

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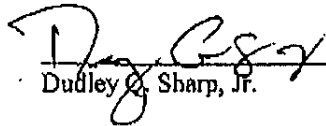
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**ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT**

Having been named as the registered agent for VISTA PLANTATION HOTEL, LP for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

  
Dudley G. Sharp, Jr.

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