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TALLAHASSEE, FL 32304
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904-222-1291 FAX

800-342-8086

A96 000002055



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 146040 4303929

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 PM 3:25

ORDER DATE : November 6, 1996

ORDER TIME : 12:01 PM

ORDER NO. : 146040-005

CUSTOMER NO: 4303929

300001998269--4

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

R9600005141

NAME: G.B. HOTEL PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RJC

11/6/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
G.B. HOTEL PARTNERS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 46 PM 3-25

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of G.B. HOTEL PARTNERS, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is G.B. HOTEL PARTNERS, LTD.
2. The business address and the mailing address of the limited partnership is 3250 Mary Street, Fifth Floor, Miami, Florida 33133.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Corporation Service Company

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

**1201 Hays Street
Tallahassee, FL 32301**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of KEY RESORT, INC., at the place designated in this Certificate of Limited Partnership of KEY RESORT, INC., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

**CORPORATION SERVICE COMPANY,
Registered Agent**

By: Karen B. Rozar
It's Agent, Karen B. Rozar

Dated: November 5, 1996

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

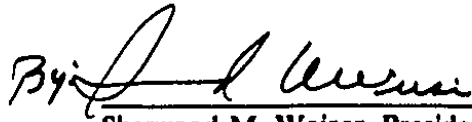
**Key Resort, Inc.
3250 Mary Street, Fifth Floor
Miami, FL 33133**

P96000084474

7. The latest date upon which the limited partnership is to dissolve is December, 2046.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the ___ day of October, 1996 in accordance with §620.114 of the Florida Statutes.

KEY RESORT, INC.,
General Partner

By 
Sherwood M. Weiser, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -6 PM 3:25

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of G.B. HOTEL PARTNERS, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

KEY RESORT, INC.,
General Partner

By 
Sherwood M. Weiser, President



A96000002055

ACCOUNT NO. : 072100000032

REFERENCE : 513863 4303929

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 105.00

ORDER DATE : August 29, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 513863-005

100002281251--4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: G.B. HOTEL PARTNERS, LTD.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: *BH*

8/29/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:26

97 AUG 29 PM 2:17
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
G.B. HOTEL PARTNERS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:26

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.109 of the Florida Statutes, the undersigned, being the General Partner of G.B. HOTEL PARTNERS, LTD., does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is G.B. HOTEL PARTNERS, LTD.
2. The date of filing of the original Certificate of Limited Partnership was November 6, 1996 under Document #A96000002055.
3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect the addition of GB (KEY BISCAYNE) OPERATING CORPORATION, a Delaware corporation as another General Partner of the Limited Partnership, so that the General Partners of the Limited Partnership are now:

KEY RESORT, INC., a Florida corporation, whose post office address is 3250 Mary Street, Fifth Floor, Miami, Florida 33133, and

GB (KEY BISCAYNE) OPERATING CORPORATION, a Delaware corporation, whose post office address is 10777 Westheimer, Suite 1000, Houston, Texas 77042.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Amendment to Certificate of Limited Partnership on the 27th day of August, 1997.

GENERAL PARTNERS:

CURRENT GENERAL PARTNER:

KEY RESORT, INC., a Florida corporation

By:  President

NEW GENERAL PARTNER:

GB (KEY BISCAYNE) OPERATING CORPORATION, a Delaware corporation

By:  President