



THE UNITED STATES
CORPORATION
COMPANY

A97000002181

ACCOUNT NO. : 072100000032

REFERENCE : 559424 4303929

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 1:00

ORDER DATE : October 9, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 559424-005

CUSTOMER NO: 4303929

700002316167--5

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CP HOSPITALITY HOLDINGS, 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: Kim Clemons

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 1:08
97 OCT -9 AM 11:30
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CP HOSPITALITY HOLDINGS, LTD.**

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 CP HOSPITALITY HOLDINGS, 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 CP HOSPITALITY HOLDINGS, 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 §620.405 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 CP HOSPITALITY HOLDINGS, LTD., at the place designated in this Certificate of Limited Partnership of CP HOSPITALITY HOLDINGS, LTD., 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:
Its:


Karen B. Rozar, As Its Agent

Dated: September __, 1997.

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

CP Hospitality Holdings Genpar, Inc.
3250 Mary Street, Fifth Floor
Miami, FL 33133

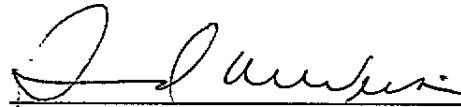
P9 7000081245

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT - 9 PM 1:08

7. The latest date upon which the limited partnership is to dissolve is December, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the 7 day of September, 1997 in accordance with §620.114 of the Florida Statutes.

CP HOSPITALITY HOLDINGS GENPAR,
INC., General Partner



Sherwood M. Weiser, President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT -9 PM 1:08

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of CP HOSPITALITY HOLDINGS, 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.

CP HOSPITALITY HOLDINGS GENPAR,
INC., General Partner



Sherwood M. Weiser, President