



THE UNITED STATES
CORPORATION
COMPANY

A97000002607

ACCOUNT NO. : 072100000032

REFERENCE : 620255 7742A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 140.00

ORDER DATE : December 3, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 620255-005

CUSTOMER NO: 7742A

300002361993--2

CUSTOMER: Joanne Urquiola, Esq
TEW & BEASLEY

Suite 2600
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: 300 21ST STREET HOTEL, 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 DEC -3 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/3/97
RECEIVED
97 DEC -3 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
300 21ST STREET HOTEL, LTD.**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as amended, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is:

"300 21ST STREET HOTEL, LTD."

2. The business address of the limited partnership is:

300 21st Street
Miami Beach, Florida 33139

3. The name and address of the registered agent for service of process required to be maintained pursuant to Florida Statute Section 620.105 is:

Keith Space
300 21st Street
Miami Beach, Florida 33139

4. The name and business address of the sole general partner is:

S&S HOTELS, INC., a Florida corporation
201 S. Biscayne Boulevard, Suite 2600
Miami, Florida 33131

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5. The mailing address for the limited partnership is:

300 21st Street
Miami Beach, Florida 33139

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6. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

Under penalties of perjury the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 2 day of December, 1997.

SIGNATURE OF GENERAL PARTNER:

GENERAL PARTNER:

S&S HOTELS, INC.,
a Florida corporation

By:  (SEAL)
Name: Keith Space
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the sole general partner of 300 21ST STREET HOTEL, LTD., a Florida Limited Partnership, certifies as follows:

1. The amount of capital contributions made to date to 300 21ST STREET HOTEL, LTD., a Florida Limited Partnership, by the limited partners is \$1,000.00.
2. The anticipated total amount of capital contributions to be made to 300 21ST STREET HOTEL, LTD., a Florida limited partnership, by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned hereby declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct to the best of his individual knowledge and belief.

GENERAL PARTNER:

S&S HOTELS, INC.,
a Florida corporation

By [Signature] (SEAL)
Name: Keith Space
Title: President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Before me, the undersigned authority, personally appeared Keith Space, as President of S&S HOTELS, INC., a Florida corporation, the sole general partner of 300 21ST STREET HOTEL, LTD., a Florida limited partnership (the "Partnership") on behalf of the Partnership. He is personally known to me (YES)(NO) or has produced _____ as identification.

[Signature]
Notary Public, State of NEW YORK

Print Name: _____
Commission Number/Stamp

HOWARD LONDA i:\329\part\300-21st
Notary Public, State of New York
No. 7589235
Qualified in Rockland County
Certified in New York County
Commission Expires June 30, 1998

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TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 300 21ST STREET HOTEL, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby accept the appointment as registered agent and agree to act in this capacity, to accept service of process for said limited partnership, to accept the obligations imposed upon me by Florida Statute Section 620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Name: Keith Space

Date: 12/2/97

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