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660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002466712-1

03/24/98 01078-012
***1837.50 ***1837.50

The Fountains of Fontainebleau Ltd.

- () Profit () Amendment () Merger
() NonProfit () Limited Liability Co. () Mark
() Foreign () Dissolution/Withdrawal
☒ Limited Partnership () Annual Report () Other
() Reinstatement () Reservation () Change of R.A.
() Fictitious Name Filing
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CERTIFICATE OF LIMITED PARTNERSHIP

THE FOUNTAINS OF FONTAINEBLEAU LTD.

The undersigned, acting as the general partner of a limited partnership formed under the Florida Revised Uniform Limited Partnership Act (1986), adopts the following Certificate of Limited Partnership for The Fountains of Fontainebleau Ltd. (the "Partnership"):

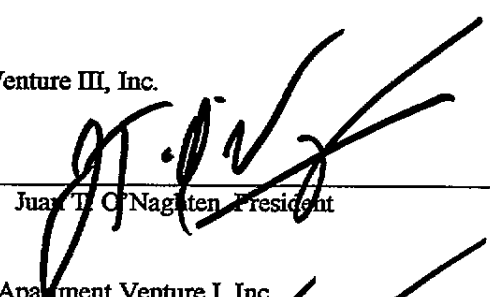
1. The name of the limited partnership is The Fountains of Fontainebleau Ltd.
2. The mailing address of the limited partnership is Suite 555 LeJuene Center, 782 North LeJuene Road, Miami, Florida.
3. The latest date on which the limited partnership is to dissolve is December 31, 2028.
4. The names and business addresses of the general partners of the limited partnership are:

Name	Business Address
Cantel Apartment Venture I, Inc. P98-27329	Suite 555 LeJuene Center 782 North LeJuene Road Miami, Florida
DON Venture III, Inc. P98-27325	Suite 1100 Grand Bay Plaza 2665 South Bayshore Drive Miami, Florida

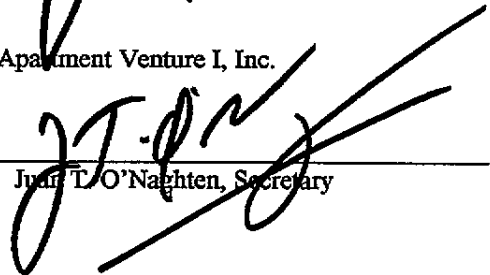
5. The name of the agent for service of process on the limited partnership is Juan T. O'Naghten and his address is Suite 1100 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership of The Fountains of Fontainebleau Ltd. on this March 16, 1998.

DON Venture III, Inc.

By: 
Juan T. O'Naghten, President

Cantel Apartment Venture I, Inc.

By: 
Juan T. O'Naghten, Secretary

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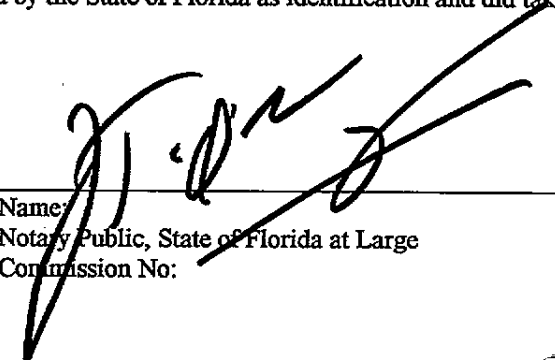
AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Juan T. O'Naghten, who after being duly sworn deposes and says:

1. He is the President of DON Venture III, Inc., a general partner of The Fountains of Fontainebleau Ltd. (the "Partnership"), on whose behalf he gives this affidavit.
2. The total amount of capital contributed to date by the limited partners of the Partnership is \$0.00.
3. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$3,000,000.00.

The foregoing affidavit was acknowledged before me this March 16, 1998, by Juan T. O'Naghten, President of DON Venture III, Inc., general partner of The Fountains of Fontainebleau Ltd., a limited partnership. He is personally known to me or has produced a drivers license issued by the State of Florida as identification and did take an oath.



Name:
Notary Public, State of Florida at Large
Commission No:

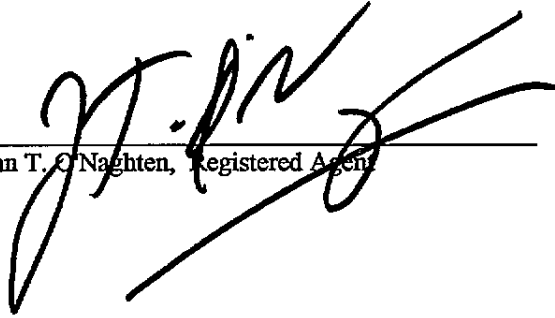
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Pursuant to Section 48.061 and 620.105, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of The Fountains of Fontainebleau Ltd. and agrees to act in that capacity and to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986). The undersigned is familiar with, and accepts the obligations of, Section 620.192, Florida Statutes.

Date: March 16, 1998



Juan T. O'Naghten, Registered Agent

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