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APR 29 '98 02:14PM BROAD AND CASSEL

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4/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: BROAD AND CASSEL

ACCT#: 076376001555

CONTACT: HEATHER ELLIS

PHONE: (561) 483-7000

FAX #: (561) 483-7321

NAME: ORLANDO HOTEL PARTNERS, LTD.

AUDIT NUMBER.....H98000008125

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H98000008125

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ORLANDO HOTEL PARTNERS, LTD.
a Florida limited partnership**

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

1. The name of the limited partnership is Orlando Hotel Partners, Ltd. (the "Partnership").
2. The mailing address of the Partnership and the address of the office of the Partnership is 1725 University Drive, Suite 450, Coral Springs, Florida 33071.
3. The name and address of the agent for service of process on the Partnership is Orlando Hotel Partners, Inc., 1725 University Drive, Suite 450 Coral Springs, Florida 33071.
4. The name and business address of each general partner is as follows:

p 98-38946
Orlando Hotel Partners, Inc. 1725 University Drive, Suite 450
Coral Springs, Florida 33071
5. The latest date upon which the Partnership will dissolve is December 31, 2048.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434
Telephone: (361) 483-7000
Fax Audit Number: H98000008125

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CLERK OF CIRCUIT COURT
PALM BEACH, FLORIDA

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This Certificate of Limited Partnership has been executed by the sole General Partner of Orlando Hotel Partners, Ltd. this 29th day of April, 1998.

GENERAL PARTNER:

ORLANDO HOTEL PARTNERS, INC.,
a Florida corporation

By: 

Jeffrey I. Shetrin, President

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TALLAHASSEE, FLORIDA

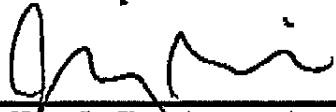
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Orlando Hotel Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

ORLANDO HOTEL PARTNERS, INC.,
a Florida corporation

By: 

Jeffrey I. Sherrin, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Orlando Hotel Partners, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 29th day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

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GENERAL PARTNER:

**ORLANDO HOTEL PARTNERS, INC.,
a Florida corporation**

By: 
Jeffrey I. Sherkin, President

Fax Audit Number: H98000008125

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AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. ORLANDO HOTEL PARTNERS, INC. (the "Corporation") has executed and filed Articles of Incorporation with the Florida Division of Corporations;

2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");

3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and

4. The Corporation hereby grants its consent and permission to the Partnership to use the name "ORLANDO HOTEL PARTNERS, LTD."

ORLANDO HOTEL PARTNERS, INC., a
Florida corporation

By: [Signature]
Jeffrey I. Sherrin, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 29th day of April, 1998, by Jeffrey I. Sherrin, President of Orlando Hotel Partners, Inc., () who is personally known to me or () who has produced _____ as identification.



Sharon Sue Carter
MY COMMISSION # 00613390 EXPIRES
February 5, 2001
BONDED THROUGH FARM INSURANCE, INC.

[Signature]
Notary Public

Name: SHARON SUE CARTER

Commission Expires: 2/5/01

Serial Number: 00613390

Fax Audit Number: H98000008125