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ACCOUNT NO. : 072100000032

REFERENCE : 835308 7139083

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 1837.50

ORDER DATE : May 28, 1998

ORDER TIME : 2:22 PM

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ORDER NO. : 835308-010

CUSTOMER NO: 7139083

CUSTOMER: Aileen Ortega, Esq
LARREA & ORTEGA
ATTORNEYS AT LAW
Suite 111
2300 Coral Way
Miami, FL 33145

DOMESTIC FILING

NAME: CARDEL-MIBP 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: Stacy L Earnest
EXAMINER'S INITIALS: _____

Name	
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
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Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
V. P. Verifier	<i>MAH</i>

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98 MAY 28 PM 3:19
DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF

CARDEL-MIBP HOTEL, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being the Sole General Partner of CARDEL-MIBP, 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 **CARDEL-MIBP HOTEL, LTD.**
2. The business address and the mailing address of the limited partnership is c/o **LARREA & ORTEGA, 2300 Coral Way, Suite 111, Miami, FL 33145.**
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Dade Corporate Services, Inc.

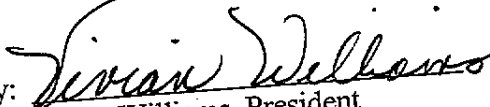
4. The Florida street address for the registered agent is:

**2300 Coral Way, Suite 103
Miami, Florida 33145**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of CARDEL-MIBP HOTEL, LTD. at the place designated in this Certificate of Limited Partnership of CARDEL-MIBP HOTEL, 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.

Dade Corporate Services, Inc,
Registered Agent

By: 
Vivian Williams, President

Dated: May 26, 1998.

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

CARDEL-MIBP HOTEL, L.C.
c/o 2300 Coral Way, Suite 111
Miami, Florida 33145

7. The limited partnership is to be in existence perpetually.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 26th day of May, 1998, in accordance with §620.114 of the Florida Statutes.

CARDEL-MIBP HOTEL, L.C., a Florida limited liability company

By:

Print Name:

Title:

[Signature]
Carlos José Rodríguez
Co-Managing Member

AFFIDAVIT

THE UNDERSIGNED, being the sole general partner of **CARDEL-MIBP HOTEL, LTD.**, a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is:
\$500,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000,000.00.

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.

CARDEL-MIBP HOTEL, L.C., a Florida limited liability company

By:

Print Name:

Title:

[Signature]
Carlos José Rodríguez
Co-Managing Member

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