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BERNARD WOLFSON, P. A.
 MARK R. STARKMAN, P. A.

June 11, 1998

Florida Department of State
 Division of Corporation
 P.O. Box 6327
 Tallahassee, FL 32314

FILED
 98 JUN 15 PM 4: 22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Re: Airport Hotel Group, Ltd.

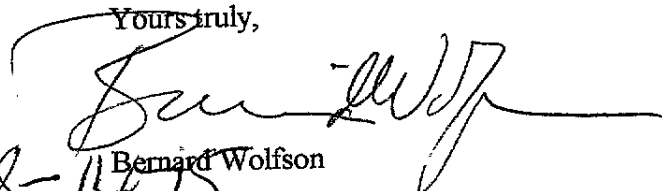
Dear Sir/Madam:

Enclosed herewith please find a check in the amount of \$1,837.50 in conjunction with the Certificate of Limited Partnership for the above named. This payment covers the following:

1. Filing fee for original Certificate	\$1,750.00
2. Resident Agent fee	35.00
3. Certified copy of Certificate of Limited Partnership	<u>52.50</u>
Total:	\$1,837.50

Please certify the copy of the Certificate of Limited Partnership enclosed and return same in the self-addressed stamped envelope provided. Thank you very much.

Yours truly,



Bernard Wolfson

BW/cc

Enclosures

A98-1475

Name	Availability	500002559475--0
Document Examiner	Updater	-06/15/98--01047--002
Updater	Updater	***1837.50 ***1837.50
Updater	Verifier	
Acknowledgment	W. P. Verifier	

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AIRPORT HOTEL GROUP, LTD.,
a Florida limited partnership**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

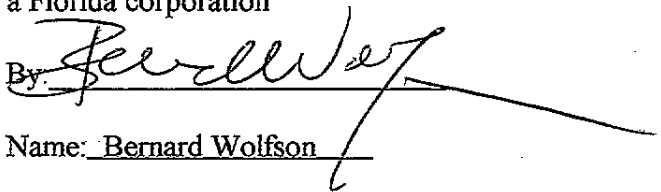
1. The name of the Partnership is AIRPORT HOTEL GROUP, LTD.
2. The address of the office of the Partnership is 2800 S.W. 28 Terrace, Miami, Florida 33133.
3. The name and address of the agent for service of process on the Partnership is Mark R. Starkman, 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.
4. The name and business address of the general partner is HOSPITALITY OPERATIONS, INC., a Florida corporation, 2800 S.W. 28 Terrace, Miami, Florida 33133.
5. The mailing address of the Partnership is 2800 S.W. 28 Terrace, Miami, Florida 33133. 218831
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Airport Hotel Group, Ltd., this 11th day of June, 1998.

GENERAL PARTNER:

HOSPITALITY OPERATIONS, INC.,
a Florida corporation

By: 

Name: Bernard Wolfson

Title: President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the General Partner of AIRPORT HOTEL GROUP, LTD., a Florida limited partnership, certifies:

1. The amount of the capital contributions to date of the limited partners is none.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,230,000.

Signed this 11th day of June, 1998.

FURTHER AFFIANT SAYETH NOT.


Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

HOSPITALITY OPERATIONS, INC.,
a Florida corporation

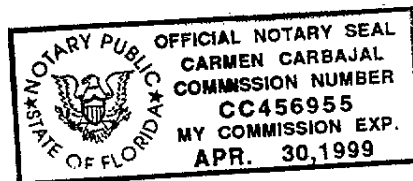
By: 
Bernard Wolfson, President

STATE OF FLORIDA
COUNTY OF DADE

Sworn to and subscribed before me this 11th day of June, 1998, by BERNARD WOLFSON, President of HOSPITALITY OPERATIONS, INC., who is personally known to me or who has produced N/A as identification.


Notary Public, State of Florida

My commission expires:

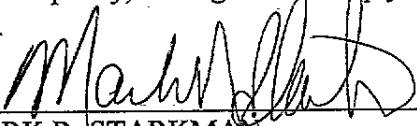


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **AIRPORT HOTEL GROUP, LTD.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named **MARK R. STARKMAN** whose address is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



MARK R. STARKMAN

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TALLAHASSEE, FLORIDA