

# A98000001042

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((H98000012472 0))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103  
CONTACT: JULIE RUFF  
PHONE: (305)358-5900 FAX #: (305)358-4842

NAME: BABY TURTLE AVENTURA LIMITED  
AUDIT NUMBER.....H98000012472  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....0 DEL.METHOD.. FAX  
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**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR BABY TURTLE AVENTURA LIMITED**

In accordance with the provisions of Fla. Stat. §620.108, this Certificate of Limited Partnership is executed and filed by the undersigned for the purpose of forming Baby Turtle Aventura Limited as a Florida limited partnership.

1. The name of the Limited Partnership is Baby Turtle Aventura Limited.

2. Its record keeping office, as required under Fla. Stat. §620.105, and at which will be maintained the records required to be maintained under Fla. Stat. §620.106, will be 19501 Biscayne Blvd, Unit 1507 Miami, Florida 33180. The mailing address will be the same as the record keeping office address.

3. Its agent for service of process, as required to be maintained under Fla. Stat. §620.105, will be Murai, Wald, Biondo & Moreno, P.A. with an address at 25 S.E. Second Avenue, Suite 900, Miami, Florida 33131. F48429

4. Its sole general partner is BABY TURTLE II INC. with a business address at cto Murai, Wald, Biondo + Moreno, PA, Miami, FL 33131. 25 SE 2nd Ave., Ste. 900 P98-59058

5. The latest date upon which the limited partnership is to dissolve is December 31, 2028.

This Certificate is executed pursuant to Fla. Stat. §620.114 by BABY TURTLE II, INC., a Florida corporation, as the sole general partner of Baby Turtle Aventura Limited and its execution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

BABY TURTLE II, INC.

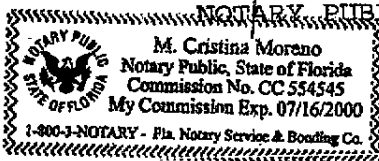
By: Dayana Zanaska  
Dayana Zanaska, President

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 6th day of July, 1998, by Dayana Zanaska, as President of Baby Turtle II Inc., a Florida corporation, on behalf of the corporation. She is personally known and took an oath.

M. Cristina Moreno  
NOTARY PUBLIC State of Florida

My Commission Expires:



G:\MCM\DELACRUZ\BABYTURT.CER  
Jul 1, 1998 4:15 pm  
PREPARED BY:  
M. CRISTINA MORENO, ESQ.  
25 S.E. 2ND AVE., #900, MIAMI, FL 33131  
1-305-358-5900

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Baby Turtle Aventura Limited, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for said Partnership, to accept the obligations imposed upon such agent by Florida Statute §620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Executed this 1st day of July, 1998.

REGISTERED AGENT:

Murai, Wald, Biondo & Moreno P.A.

By: *M. Cristina Moreno*  
M. Cristina Moreno,  
Vice President

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STATE OF FLORIDA )  
 ) ss.  
COUNTY OF DADE )

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THIS DAY before me, the undersigned officer, personally appeared Dayana Zanaska, as President of Baby Turtle II Inc., the sole general partner of Baby Turtle Aventura Limited, a Florida limited partnership ("Partnership"), and who after being duly sworn, deposes and says:

1. The amount of capital contributions made to the Partnership by the limited partners is \$74,250.
2. The total amount anticipated to be contributed by the limited partners is \$74,250.

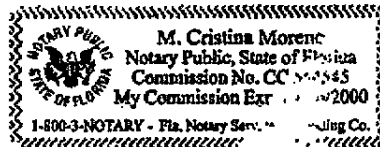
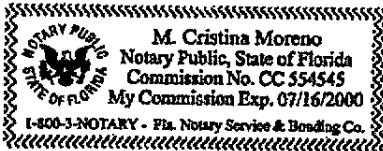
FURTHER AFFIANT SAYETH NOT.

Dayana Zanaska  
Dayana Zanaska

SWORN TO AND SUBSCRIBED before me on this 6th day of July, 1998, by DAYANA ZANASKA, as President of BABY TURTLE II INC., a Florida corporation, on behalf of the corporation. She is personally known to me and took an oath.

[Signature]  
NOTARY PUBLIC State of Florida

My Commission Expires:



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