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FLORIDA LIMITED PARTNERSHIP

Palm Beach Gardens Hospitality, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**Palm Beach Gardens Hospitality, 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 Palm Beach Gardens Hospitality, Ltd. (the "Partnership").
2. The address of the offices of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
3. The name and address of the agent for service of process on the Partnership is Jeffrey B. Hahn, 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
4. The name and business address of the general partner is as follows:

Palm Beach Gardens Hospitality, Inc.  
1515 North Federal Highway, Suite 300  
Boca Raton, Florida 33432

- 998-1113
5. The mailing address of the Partnership is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.
  6. The latest date upon which the Partnership will dissolve is December 31, 2097.

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.

This Certificate of Limited Partnership has been executed by the sole General Partner of Palm Beach Gardens Hospitality, Ltd., this 1st day of Sept., 1998.

**GENERAL PARTNER:**

**PALM BEACH GARDENS  
HOSPITALITY, a Florida corporation**

By: [Signature]  
Michael Panakos, President

Joyce Elden, Esquire  
Florida Bar Number 80322  
Broad and Cassel  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434  
Telephone: (561) 483-7000  
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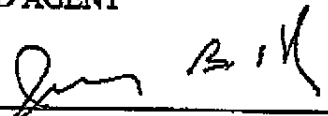
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Palm Beach Gardens Hospitality, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, 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.

REGISTERED AGENT

Dated: Sept. 1, 1998

  
\_\_\_\_\_  
Jeffrey B. Hahn

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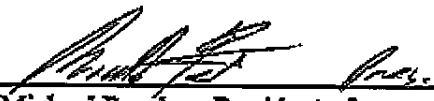
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**AFFIDAVIT**

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

1. Palm Beach Gardens Hospitality, Inc. (the "Corporation") has 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 "Palm Beach Gardens Hospitality, Ltd."

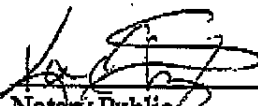
  
 Michael Panakos, President of  
 Palm Beach Gardens Hospitality, Inc., a  
 Florida corporation

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1 day of September, 1998, by Michael Panakos, President of Palm Beach Gardens Hospitality, Inc., (✓) who is personally known to me or (   ) who has produced \_\_\_\_\_ as identification.

 **KARIN SCHERTZER**  
 COMMISSION # CC 718329  
 EXPIRES FEB 19, 2002  
 BONDED THRU  
 ATLANTIC BONDING CO., INC.

  
 Notary Public  
 Name: KARIN SCHERTZER  
 Commission Expires: 2002 Feb 19  
 Serial Number: CC 718329

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned constituting the sole general partner of Palm Beach Gardens Hospitality, 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 1st day of September 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.

GENERAL PARTNER

PALM BEACH GARDENS  
HOSPITALITY, INC., a Florida corporation

By: 

Michael Panakos, President

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