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CONTACT: STEVEN H HAGEN  
PHONE: (305) 374-8500

ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: CALOR DEVELOPMENT, LTD.

AUDIT NUMBER.....H98000021864

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...0

PAGES..... 5

CERT. COPIES.....1

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**CALOR DEVELOPMENT, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

**I. Name**

The name of the limited partnership is **CALOR DEVELOPMENT, LTD.**

**II. Records of the Partnership**

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

701 Brickell Ave., Suite 3000  
Miami, Florida 33131

**III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

**IV. General Partners**

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

Calor Development, Inc.  
701 Brickell Ave, Suite 3000  
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:  
Ronald Albert, Jr.  
Florida Bar No.: 773999  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
Tel. (305) 374-8500  
Fax (305) 789-7799

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**V. Mailing Address**

The mailing address of the partnership is as follows:

701 Brickell Ave., Suite 3000  
Miami, Florida 33131

**VI. Dissolution**

The latest date on which the partnership is to dissolve is December 31, 2051.

The undersigned General Partner of the partnership has executed this Certificate of Limited Partnership on November 20, 1998.

**CALOR DEVELOPMENT, INC., a Florida  
corporation**

By: Ronald Albert, Jr.  
Name: Ronald Albert, Jr.  
Title: President

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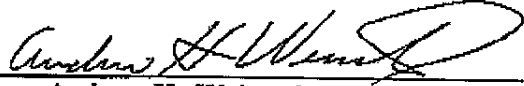
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the agent for service of process pursuant to Section 620.105, Florida Statutes and Registered Agent pursuant to Section 620.192, Florida Statutes of **CALOR DEVELOPMENT, LTD.**, a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

Dated this 20th day of November, 1998.

**INTRASTATE REGISTERED AGENT  
CORPORATION**  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

By:   
Name: Andrew H. Weinstein  
Title: Vice President

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Ronald Albert, Jr., a duly authorized officer of **CALOR DEVELOPMENT, INC.**, a Florida corporation and the general partner of **CALOR DEVELOPMENT, LTD.**, a Florida limited partnership, who certifies as follows:

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

Signed on the date indicated below.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that the facts herein alleged are true to its best knowledge and belief.

**CALOR DEVELOPMENT, INC.**  
Florida corporation, general partner

By: Ronald Albert, Jr.  
Name: Ronald Albert, Jr.  
Title: President

Dated: November 20, 1998

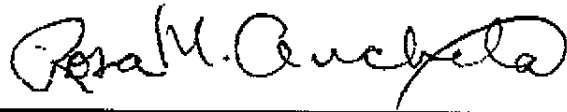
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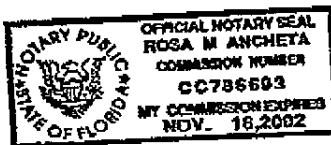
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing Affidavit of Capital Contributions was acknowledged before me this 20th day of November 20, 1998, by Ronald Albert, Jr. who is personally known to me or produced \_\_\_\_\_ as identification, in his capacity as President of **CALOR DEVELOPMENT, INC.**, a Florida corporation.



Notary Public  
State of Florida at large

My Commission Expires:



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