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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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FLORIDA LIMITED PARTNERSHIP
The Yacht Club At Brickell Bay Associates, Ltd.

Certificate of Status	1
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Page Count	63
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

THE YACHT CLUB AT BRICKELL BAY ASSOCIATES, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of The Yacht Club at Brickell Bay Associates, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
The Yacht Club at Brickell Bay Associates, Ltd. (the "Partnership").
2. The office and principal place of business for the Partnership currently is:
2828 Coral Way, Penthouse
Miami, Florida 33145
3. The name and address of the agent for service of process on the Partnership is:
TRG Brickell Bay, Ltd., a Florida limited partnership
2828 Coral Way, Penthouse
Miami, Florida 33145
4. The name and address of the sole General Partner of the Partnership is:
TRG Brickell Bay, Ltd., a Florida limited partnership
2828 Coral Way, Penthouse
Miami, Florida 33145

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Filed by:
Nichole S. Sayfie
Florida Bar No. 01-2364
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-2200
Facsimile: 305-789-3395

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5. The mailing address of the Partnership is:

2828 Coral Way, Penthouse
Miami, Florida 33145

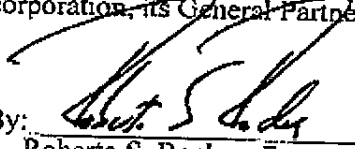
2049. 6. The latest date upon which the Partnership shall dissolve is December 31,

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: January 20th, 1999

TRG BRICKELL BAY, LTD., a Florida limited partnership, its General Partner

By: TRG BRICKELL BAY, INC., a Florida corporation, its General Partner

By: 
Roberto S. Rocha, Executive Vice President

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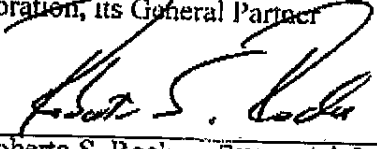
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

TRG Brickell Bay, Ltd., a Florida limited partnership hereby accepts its appointment as registered agent for The Yacht Club at Brickell Bay Associates, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: January 21th, 1998

TRG BRICKELL BAY, LTD., a Florida limited partnership, as Register Agent

By: TRG BRICKELL BAY, INC., a Florida corporation, its General Partner

By: 
Roberto S. Rocha, Executive Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

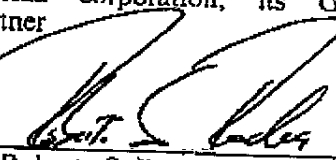
BEFORE ME, the undersigned authority, personally appeared Roberto S. Rocha as Executive Vice President of TRG Brickell Bay, Inc., a Florida corporation, as sole General Partner of TRG Brickell Bay, Ltd., a Florida limited partnership as sole General Partner of The Yacht Club at Brickell Bay Associates, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$1,000.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

THE YACHT CLUB AT BRICKELL BAY ASSOCIATES, LTD., a Florida limited partnership

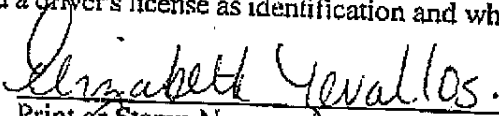
By: TRG BRICKELL BAY, LTD., a Florida limited partnership, its General Partner

By: TRG BRICKELL BAY, INC., a Florida corporation, its General Partner

By: 
Roberto S. Rocha
Executive Vice President

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The foregoing instrument was acknowledged before me this 27th day of January, 1999, by Roberto S. Rocha as Exec. Vice President of TRG Brickell Bay, Inc., a Florida corporation, as sole General Partner of TRG Brickell Bay, Ltd., a Florida limited partnership as sole General Partner of The Yacht Club at Brickell Bay Associates, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.


Elizabeth Yevallos
Print of Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires: