



THE UNITED STATES CORPORATION COMPANY

A99000001008

ACCOUNT NO. : 072100000032

REFERENCE : 282473 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ ~~40.00~~ \$201.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 22 PM 4:41

ORDER DATE : June 22, 1999

ORDER TIME : 1:09 PM

ORDER NO. : 282473-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

700002912337

RECEIVED

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DOMESTIC FILING

NAME: HOTEL GENPAR, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX-2 CERTIFIED COPY
PLAIN STAMPED COPY
XX-1 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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BK
6/22/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOTEL GENPAR, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of HOTEL GENPAR, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **HOTEL GENPAR, LTD.**
2. The business address and the mailing address of the limited partnership is 2121 S.W. 3rd Avenue, Miami, Florida 33129.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:


Harry J. Friedman

4. The Florida street address for the registered agent is:

**1221 Brickell Avenue
Miami, Florida 33131**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of HOTEL GENPAR, LTD., at the place designated in this Certificate of Limited Partnership of HOTEL GENPAR, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


Harry J. Friedman,
Registered Agent

Dated: June 21, 1999.

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

HOTEL GENERAL PARTNER, INC.
2121 S.W 3rd Avenue
Miami, Florida 33131

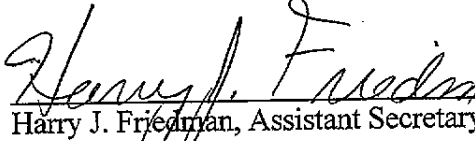
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7. The latest date upon which the limited partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 21st day of June, 1999 in accordance with §620.114 of the Florida Statutes.

HOTEL GENERAL PARTNER, INC., a
Florida corporation, General Partner


Harry J. Friedman, Assistant Secretary

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AFFIDAVIT

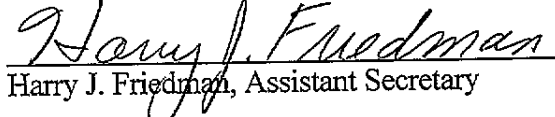
THE UNDERSIGNED, constituting the sole general partner of HOTEL GENPAR, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: **\$-0-**.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$100**.

FURTHER AFFIANT SAYETH NOT.

Under 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.

HOTEL GENERAL PARTNER, INC., a
Florida corporation, General Partner


Harry J. Friedman, Assistant Secretary