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From:

Account Name : MORGAN LEWIS & BOCKIUS LLP

Account Number : 076077003570 Phone : (305)579-0300

Fax Number : (305)579-0321

FLORIDA LIMITED PARTNERSHIP

Casa Mia Partners <del>LTD:</del>

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## CERTIFICATE OF LIMITED PARTNERSHIP

#### **FOR**

### CASA MIA PARTNERS LTD.

Pursuant to the provisions of the Revised Uniform Limited Partnership Act of the State of Florida (the "Florida Limited Partnership Act"), the undersigned does hereby make the following statements for the purpose of forming a limited partnership pursuant to Section 620.08 of the Florida Limited Partnership Act:

FIRST: The name of the limited partnership (the "Limited Partnership") is Casa Mia Partners Ltd.

SECOND: The address of the registered office of the Limited Partnership in the State of Florida is 445 East Rivo Alto Drive, Miami Beach, Florida 33139.

THIRD: The Registered Agent for Service of Process is John S. Fletcher.

FOURTH: The address of the Registered Agent for Service of Process is: Morgan, Lewis & Bockius, 5300 First Union Financial Center, 200 South Biscayne Boulevard, Miami, FL 33131-2339.

FIFTH: The mailing address for the Limited Partnership is 445 East Rivo Alto Drive, Miami Beach, Florida 33139.

SIXTH: The latest date upon which the partnership is to dissolve is June 30, 2029.

SEVENTH: The name and business address of the general partner of the Limited Partnership is:

Casa Mia G.P., L.L.C.

445 East Rivo Alto Drive Miami Beach, Florida 33139.

Prepared by: Ehtan W. Johnson, Esq. Morgan, Lewis & Bockius LLP 200 S. Biscayne Blvd., Suite 5300 Miami, Florida 33131 (305) 579-0300 L99-4495

SECRETARY OF STATE

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Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this <u>22</u> day of L

, 19<u>. 7</u>7

Michele Grendene

I hereby accept designation as Registered Agent for Service of Process for Casa Mia Partners Ltd.

John S. Fletcher

DIVISION OF CORPORATIONS

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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

### FOR

### CASA MIA PARTNERS LTD.

The undersigned, constituting all of the general partners of Casa Mia Partners Ltd., certify:

The amount of capital contributions to date of the limited partners is \$ 5,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 5,000.00

Signed this 22 day of July 19 99

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof

and that the facts stated herein are true and correct.

Michele Grendene

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