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 Fax Number (850) 617-6383

From:  
 Account Name : MORGAN LEWIS & BOCKIUS LLP  
 Account Number : 076077003570  
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**LP/LLLP**  
**AMENDMENT/RESTATEMENT/CORRECTION**

**CASA TUA PARTNERS LTD.**

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AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CASA TUA PARTNERS LTD.

The undersigned, desiring to amend and restate the Certificate of Limited Partnership of Casa Tua Partners Ltd. pursuant to the provisions of Section 620.109, Florida Statutes of the Florida Revised Uniform Limited Partnership Act (the "Act"), hereby certifies as follows:

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

SECOND: The Certificate of Limited Partnership was filed on July 23, 1999.

THIRD: An Amended and Restated Certificate of Limited Partnership was filed on January 18, 2000 that amended the name of the Limited Partnership from Casa Mia Partners Ltd. to Casa Tua Partners Ltd.

FOURTH: The address of the principal place of business of the Limited Partnership in the State of Florida is 1700 James Avenue, Miami Beach, FL 33139.

FIFTH: The Registered Agent for Service of Process is Michele Grendene.

SIXTH: The address of the Registered Agent for Service of Process is 4621 Lake Road, Miami, FL 33137.

SEVENTH: The mailing address for the Limited Partnership is 235 Lincoln Road, Suite 210, Miami Beach, FL 33139.

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

NINTH: The name of the general partner of the Limited Partnership is Casa Tua G.P., L.L.C.

TENTH: The mailing address of the general partner of the Limited Partnership, Casa Tua G.P., L.L.C., is 235 Lincoln Road, Suite 210, Miami Beach, FL 33139.

ELEVENTH: The Certificate of Limited Partnership is hereby amended to read as follows:

"TWELFTH: Special Entity Provisions. So long as any indebtedness is outstanding under the Loan Agreement (the "Mortgage Loan") made by BLX Capital, LLC, as lender ("Lender") to the Limited Partnership, as borrower, on or about October 8, 2007, the following provisions shall apply, notwithstanding anything to the contrary that may

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be contained elsewhere in the Limited Partnership's Amended and Restated Agreement of Limited Partnership:

1. the purposes of the Limited Partnership are as follows:

1.1. to own and operate the property located at the address of 1700 James Avenue, Miami, Florida 33139 (the "Property");

1.2. to borrow money from Lender pursuant to the Mortgage Loan, and vendors in the ordinary course of business, relating to the ownership and operation of the Property; and

1.3. to do any and all other acts and things which may be necessary, incidental or convenient to carry out the foregoing purposes;

2. the Limited Partnership shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amendment of this Agreement while any indebtedness pursuant to the Mortgage Loan remains outstanding;

3. the Limited Partnership shall require consent of the General Partner in order to file, or consent to the filing of, a bankruptcy or insolvency petition, or otherwise institute insolvency proceedings;

4. the Agreement may not be amended without the consent of the Lender;

5. the Limited Partnership shall be required to: (i) maintain books and records separate from any other person or entity; (ii) maintain its accounts separate from any other person or entity; (iii) not commingle assets with those of any other entity; (iv) conduct its own business in its own name; (v) maintain separate financial statements; (vi) pay its own liabilities out of its own funds; (vii) observe all limited partnership formalities required under the Florida Revised Uniform Limited Partnership Act; (viii) maintain an arm's-length relationship with its affiliates; (ix) pay the salaries of its own employees, if any, and maintain a sufficient number of employees, directly or through the General Partner, in light of its contemplated business operations; (x) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others, other than as related to the Mortgage Loan; (xi) not acquire obligations or securities of its partners, members or shareholders; (xii) allocate fairly and reasonably any overhead for shared office space; (xiii) use separate stationery, invoices and checks; (xiv) not pledge its assets for the benefit of any entity other than the Lender or make any loans or advances to any entity; (xv) hold itself out as a separate entity; (xvi) correct any known misunderstanding regarding its

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separate identity; and (xvii) maintain adequate capital in light of its contemplated business operations."

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Limited Partnership of Casa Tua Partners Ltd. this 03 day of October, 2007.

CASA TUA PARTNERS LTD.

By: CASA TUA/G.P. L.L.C., its  
general partner

  
Name: Michele Grendene  
Title: Chairman

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