

Division of Corporations

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FLORIDA LIMITED PARTNERSHIP**THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP**

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THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP.

2. The purpose of the Partnership is to acquire and manage real and personal property.

3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.

4. The name and principal place of business of the General Partner is as follows:

General Partner:

A99-1358
GVB, Ltd.
c/o Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2051, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is less than \$1,000.00.

7. The Limited Partner is not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice
1101 N. Lake Destiny Drive
Suite 400
Maitland, Florida 32751

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IN WITNESS WHEREOF, the undersigned, being duly sworn, have
certified, sworn to and agreed to the foregoing this 16th day of
August, 1999.

GENERAL PARTNER:

GVB, Ltd., a Florida
limited partnershipBy: GVB, Inc., a Florida
corporationBy: Christopher DelGuidice
President

STATE OF FLORIDA)

COUNTY OF ORANGE)

): ss.

The foregoing instrument was acknowledged before me this 16th day
of August, 1999 by Christopher DelGuidice, as President of
GVB, Inc., the general partner of GVB, Ltd., the sole general
partner of The Grand Venezia at Baywatch Limited Partnership, on
behalf of the partnership. He is personally known to me or has
produced _____ as identification.



Tammy Snyder
NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: _____

My Commission expires:

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Fax Audit # H99000020723 5

CERTIFICATE OF REGISTERED AGENT
OF
THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 16th day of August, 1999.



Christopher DelGuidice

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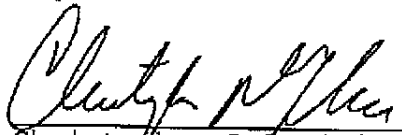
AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Christopher DelGuidice, who being duly sworn deposes and states as follows:

1. That he is the President of GVB, INC., the sole general partner in the partnership known as GVB, LTD., which entity is the sole general partner in the partnership known as THE GRAND VENEZIA AT BAYWATCH LIMITED PARTNERSHIP.

2. That the amount of capital contributions contributed by the limited partner is less than \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partner.

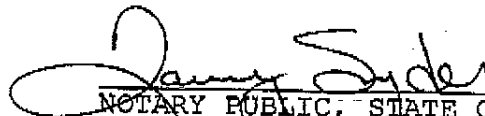
3. Further Affiant sayeth naught.


Christopher DelGuidice

STATE OF FLORIDA)
): ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of August, 1999 by CHRISTOPHER DELGUIDICE, who is personally known to me or who has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA
Print name: Tammy Snyder
Commission No.: _____

My Commission expires: