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### CORPORATION(S) NAME

DI Lido Beach Resort, LTD

12

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

DI LIDO BEACH RESORT, LTD.

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Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned, being all of the General Partners of DI LIDO BEACH RESORT, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is DI LIDO BEACH RESORT, LTD.
2. The business address and the mailing address of the limited partnership is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131, Attn: Juan P. Loumiet, Esq.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Greenberg Traurig, P.A., Attn: Juan P. Loumiet, Esq.
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 DI LIDO BEACH RESORT, LTD., at the place designated in this Certificate of Limited Partnership of DI LIDO BEACH RESORT, 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.

GREENBERG TRAUIG, P.A.

By: Juan P. Loumiet  
Juan P. Loumiet

Dated: August 27, 1999

6. The name and business address of the general partners are as follows:

Flag Di Lido Operating Corp.  
c/o Greenberg Traurig, P.A.  
1221 Brickell Avenue  
Miami, Florida 33131  
Attn: Juan P. Loumiet, Esq.

Lionstone Di Lido GP, Inc.  
2900 Collins Avenue  
Miami Beach, Florida 33140

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899000076876

Sobe Hotel I, LLC  
c/o McCann, Inc.  
1271 Avenue of the Americas, 40<sup>th</sup> floor  
New York, New York 10020


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7. The latest date upon which the limited partnership is to dissolve is the date that is one hundred thirty (130) years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.

**IN WITNESS WHEREOF**, all of the General Partners have executed the foregoing Certificate of Limited Partnership on the 27 th day of August, 1999 in accordance with §620.114 Florida Statutes.

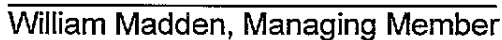
**FLAG DI LIDO OPERATING CORP.**,  
a Florida corporation, general partner

  
Joseph M. Hernandez, Incorporator

**LIONSTONE DI LIDO GP, INC.**,  
a Florida corporation, general partner

  
Bruce Lazar, Vice President

**SOBE HOTEL I, LLC**,  
a Delaware limited liability company, general partner

  
William Madden, Managing Member

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Attn: Juan P. Loumiet, Esq.

Lionstone Di Lido GP, Inc.  
2900 Collins Avenue  
Miami Beach, Florida 33140

Sobe Hotel I, LLC  
c/o McCann, Inc.  
1271 Avenue of the Americas, 40<sup>th</sup> floor  
New York, New York 10020

7. The latest date upon which the limited partnership is to dissolve is the date that is one hundred thirty (130) years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.

**IN WITNESS WHEREOF**, all of the General Partners have executed the foregoing Certificate of Limited Partnership on the 21th day of August, 1999 in accordance with §620.114 Florida Statutes.


**FLAG DI LIDO OPERATING CORP.**,  
a Florida corporation, general partner

\_\_\_\_\_  
Joseph M. Hernandez, Incorporator

**LIONSTONE DI LIDO GP, INC.**,  
a Florida corporation, general partner

\_\_\_\_\_  
Bruce Lazar, Vice President

**SOBE HOTEL I, LLC**,  
a Delaware limited liability company, general partner

  
\_\_\_\_\_  
William Madden, Managing Member

**AFFIDAVIT**

**THE UNDERSIGNED**, being all General Partners of DI LIDO BEACH RESORT LTD., a Florida Limited Partnership, hereby certify as follows:

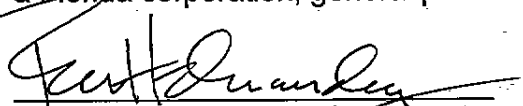
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1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

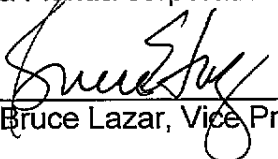
**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

**FLAG DI LIDO OPERATING CORP.**,  
a Florida corporation, general partner

  
\_\_\_\_\_  
Joseph M. Hernandez, Incorporator

**LIONSTONE DI LIDO GP, INC.**,  
a Florida corporation, general partner

  
\_\_\_\_\_  
Bruce Lazar, Vice President

**SOBE HOTEL I, LLC**,  
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\_\_\_\_\_  
William Madden, Managing Member

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DIVISION OF CORPORATIONS  
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**AFFIDAVIT**

**THE UNDERSIGNED**, being all General Partners of DI LIDO BEACH RESORT, LTD., a Florida Limited Partnership, hereby certify 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 \$1,000.00.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

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a Florida corporation, general partner

\_\_\_\_\_  
Joseph M. Hernandez, Incorporator

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a Florida corporation, general partner

\_\_\_\_\_  
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a Delaware limited liability company, general partner

  
\_\_\_\_\_  
William Madden, Managing Member