

A. 99000001422

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LIMITED PARTNERSHIP AMENDMENT

DI LIDO BEACH RESORT, LTD.

05 JUL 13 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2007/14/05

Certificate of Status	0
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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DI LIDO BEACH RESORT, LTD.**

The undersigned, being all of the General Partners of DI LIDO BEACH RESORT, LTD. (the "Partnership"), a limited partnership formed on August 30, 1999 with the Secretary of the State of Florida under Document Number A99000001422 and organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act (the "Act") do hereby duly execute and file with the Florida Secretary of State this Amended and Restated Certificate of Limited Partnership which hereby amends and restates in its entirety the existing Certificate of Limited Partnership to read as follows:

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: One Lincoln Road, Miami Beach, Florida 33139.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is: Bruce Lazar.
4. The Florida street address for the registered agent is: 2901 Collins Avenue, Miami Beach, FL 33140
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.

By: Bruce Lazar  
Bruce B. Lazar

Dated: June 10th, 2005

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

Flag Di Lido Operating Corp.  
c/o Flag Luxury Properties  
650 Madison Avenue, 15<sup>th</sup> floor  
New York, NY 10022  
Attn: Paul Kanavos

(Document Number P99000074985)

and

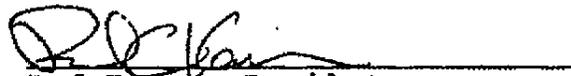
Lionstone Di Lido GP, Inc.  
2900 Collins Avenue  
Miami Beach, Florida 33140  
Attn: Bruce E. Lazar

(Document Number P99000076876)

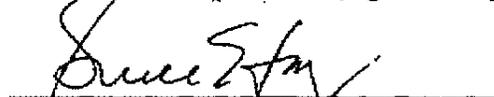
7. The latest date upon which the limited partnership is to dissolve is the date that is one hundred twenty (125) years from the date of filing of this Amended and Restated Certificate of Limited Partnership with the Florida Secretary of State.

IN WITNESS WHEREOF, all of the General Partners have executed the foregoing Certificate of Limited Partnership on the 10<sup>th</sup> the day of June, 2005 in accordance with §620.114 Florida Statutes.

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

  
Paul Kanavos, President

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

  
Bruce Lazar, Vice President

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