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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002975925--0
-09/01/99--01049--003
*****87.50 *****87.50

Di Lido Beach Commercial, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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Thanks, *Janie*

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

DI LIDO BEACH COMMERCIAL, 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 COMMERCIAL, 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 COMMERCIAL, 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 COMMERCIAL, LTD., at the place designated in this Certificate of Limited Partnership of DI LIDO BEACH COMMERCIAL, 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 31, 1999

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

GP
Flag Di Lido Retail Corp.
c/o Greenberg Traurig, P.A.
1221 Brickell Avenue

899000074998

Miami, Florida 33131
Attn: Juan P. Loumiet, Esq.

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

Sobe Retail I, LLC
c/o McCann, Inc.
1271 Avenue of the Americas, 40th 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.

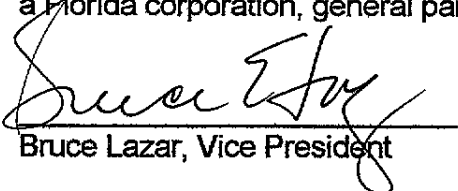
IN WITNESS WHEREOF, all of the General Partners have executed the foregoing Certificate of Limited Partnership on the 30th day of August, 1999 in accordance with §620.114 Florida Statutes.

GP

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


Joseph M. Hernandez, Incorporator

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


Bruce Lazar, Vice President

SOBE RETAIL I, LLC,
a Delaware limited liability company, general partner


William Madden, Managing Member

AFFIDAVIT

THE UNDERSIGNED, being all General Partners of DI LIDO BEACH COMMERCIAL, 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.

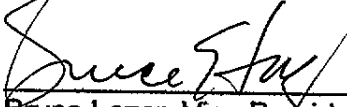
Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

^{GP}
FLAG DI LIDO RETAIL CORP.,
a Florida corporation, general partner



Joseph M. Hernandez, Incorporator

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



Bruce Lazar, Vice President

SOBE RETAIL I, LLC,
a Delaware limited liability company, general partner



William Madden, Managing Member

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