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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722836 4311473

AUTHORIZATION :

COST LIMIT :

Patricia Pujut
\$1857.50

FILED
98 FEB 27 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 27, 1998

ORDER TIME : 2:08 PM

ORDER NO. : 722836-010

CUSTOMER NO: 4311473

300002443253--3

CUSTOMER: Ms. Jackie J. Gerstenfeld
Stearns Weaver Miller Weissler
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

FOREIGN FILINGS

NAME: EDEN ROC ACQUISITION, L.P.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

B98-127

Name	DeB
Availability	
Document Examiner	DeB
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Acknowledgment	DeB
W. P. Verifier	DeB

RECEIVED
98 FEB 27 PM 3:43
DIVISION OF CORPORATION

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 620.169, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA

1. Eden Roc Acquisition, L.P.

(Name of limited partnership as it is in the home state)

2. ~~Same~~ EDEN ROC ACQUISITION, LTD.

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida)

3. Delaware

(State of formation)

4. December 16, 1997

(Date of formation)

5. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

6. Acceptance by the Registered Agent for Service of Process.

By Karen B. Rozar

Karen B. Rozar, As Its Agent

7. CSC/The United States Corporation Company, 1013 Centre Road, Wilmington, DE 19805

(Address of registered office required in state of formation or, if not required, address of principal office)

8. Names of General Partners

Street Address

Blackacre Eden Roc LLC

450 Park Avenue, New York, NY 10022

9. c/o General Partner, 450 Park Avenue, New York, NY 10022

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

10. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

11. 450 Park Avenue, New York, NY 10022

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 25 day of February, 1998.

Stephen P. Engquist
Secretary, of general partner of
managing member of general partner

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 25th day of February, 1998, STEPHEN P. ENGQUIST personally
appeared before me, who is personally known to me, who provided
as identification.

Lillian Christine Lynch

Notary Public

Name:

My Commission Expires:

LILLIAN CHRISTINE LYNCH
NOTARY PUBLIC, State of New York
No. 31-4668604
Qualified in New York County
Commission Expires 7/30/98

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FILED
98 FEB 27 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned personally appeared Stephen P. Engquist
the Secretary of the general partner of the managing member of general partner of Eden
Roc Acquisition, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership",
who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$4,775,075.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for
the purposes of transacting business in Florida is \$4,775,075.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and
know the contents thereof and that the facts stated herein are true and correct.

This 25 day of February, 1998.

Stephen P. Engquist
Secretary, of general partner of
managing member of general partner

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 25th day of February, 1998, Stephen P. Engquist personally
appeared before me, who is personally known to me, who provided _____ as
identification.

Lillian Christine Lynch
Notary Public
Name:
My Commission Expires:

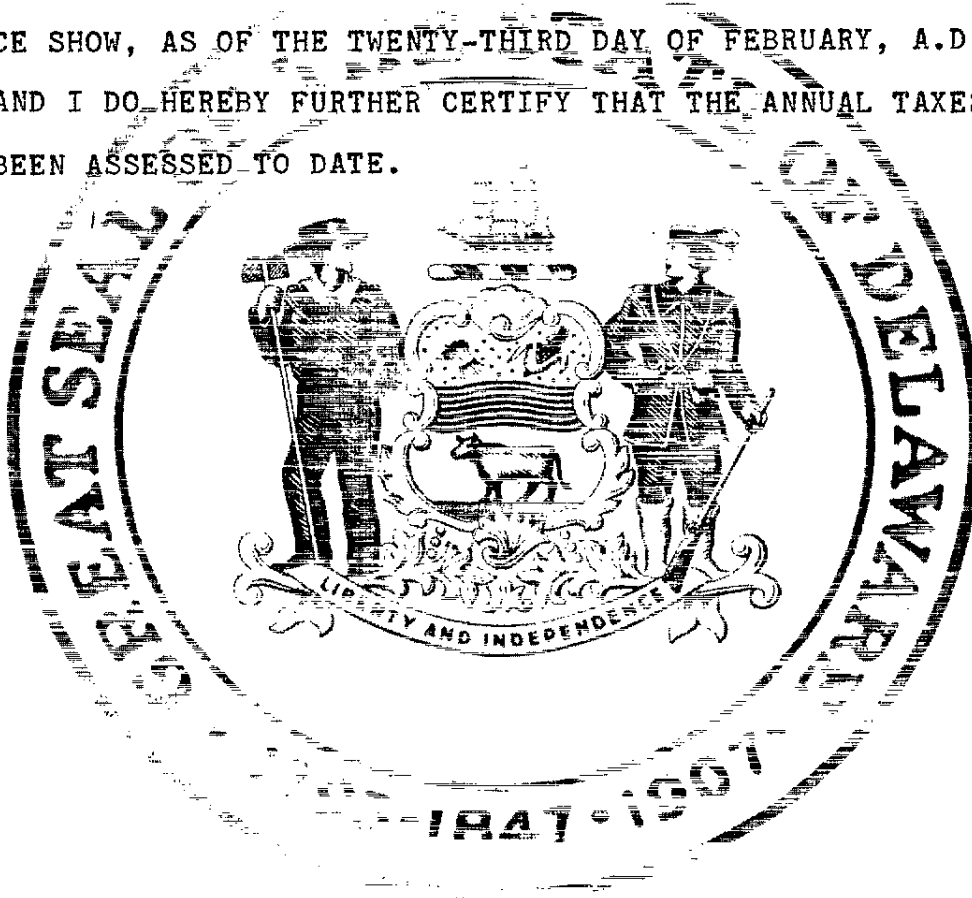
LILLIAN CHRISTINE LYNCH
NOTARY PUBLIC, State of New York
No. 31-4668604
Qualified in New York County
Commission Expires 9/30/98

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDEN ROC ACQUISITION, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8935191

DATE: 02-23-98