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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) if known:

Diaz Family Limited Partnership

- CERTIFICATE OF STATUS
- Photocopy
- NEED TODAY**  CERTIFICATE OF GOOD STANDING
- ~~Copy~~ Confirmation
- ARTICLES ONLY
- ALL CHARTER DOCS TO INCLUDE ARTS & AMENDS
- CERTIFICATE OF FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 00 JUL 10 PM 1:06

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of RA Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
<input checked="" type="checkbox"/> Foreign
<input checked="" type="checkbox"/> Limited Partnership
Reinstatement
Trademark
Other

RECEIVED  
 00 JUL 10 AM 11:50  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

CERTIFICATE  
OF  
LIMITED PARTNERSHIP  
DIAZ FAMILY LIMITED PARTNERSHIP

FILED STATE  
SECRETARY OF CORPORATIONS  
00 JUL 10 PM 1:06

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Uniform Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Limited Partnership Agreement"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by § 620.108 of the Florida Revised Uniform Limited Partnership Act.

ARTICLE 1.  
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is DIAZ FAMILY LIMITED PARTNERSHIP.

ARTICLE 2.  
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: KATHLEEN C. PASSIDOMO, Esquire	Street: c/o Kelly & Passidomo, LLP 2640 Golden Gate Parkway, Suite 305 City: Naples, Florida, FL 34105
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The registered agent is an individual who is a resident of Naples, Florida, Collier County, Florida and whose business office is the same as the Partnership's registered office.

ARTICLE 3.  
PRINCIPAL OFFICE

The mailing address <sup>and</sup> ~~of~~ <sup>address</sup> of the principal office in the United States where the records of the Partnership are to be maintained is:

c/o: Fermin & Edelmira Diaz	Street: 80 Brampton Lane City: Naples, Florida 34104
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The records maintained and to be maintained at this office are those prescribed by § 620.106 of the Florida Revised Uniform Limited Partnership Act.

the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, - absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

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ARTICLE 8.  
GENERAL PARTNER'S AUTHORITY TO  
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner(s), with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Agreement and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

- A reflect the exercise by the General Partner of any of the powers granted to him under this Certificate;
- B reflect any amendments made to the Agreement or this Certificate;
- C reflect the admission or withdrawal of a General or Limited Partner; and
- D may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 9.  
AUTHORITY OF ANOTHER TO EXECUTE  
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The Agreement of Limited Partnership of DIAZ FAMILY LIMITED PARTNERSHIP provides: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

- A the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
- B if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least seventy-five (75%) percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

ARTICLE 4.  
NAME, ADDRESS OF THE GENERAL PARTNER(S)

The names, the mailing addresses, and the street addresses of the business of the General Partners are

FERMIN DIAZ	Street: 80 Brampton Lane City: Naples, Florida 34104
EDELMIRA DIAZ	Street: 80 Brampton Lane City: Naples, Florida 34104

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DIVISION OF CORPORATIONS  
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ARTICLE 5.  
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of §620.107 of the Florida Revised Uniform Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6.  
TERM OF THE LIMITED PARTNERSHIP

The term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of fifty (50) years from the date hereof. The Partnership may be terminated and dissolved at any time by vote of at least fifty-one (51%) percent in interest of the Limited Partners to terminate and dissolve. The consent to dissolution shall not be required of the General Partner as to his or her or its interest as a General Partner. The Partnership also will terminate at any time it does not have at least one Limited Partner.

ARTICLE 7.  
SUCCESSOR TO GENERAL PARTNER

The Limited Partnership Agreement provides: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within ninety (90) days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

Carlos Diaz	Street: 655 Henley Drive City: Naples, FL 34104
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The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in

ARTICLE 10.  
LIMITATION UPON THE SALE  
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

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The Limited Partnership Agreement prohibits a sale or other transfer of a partnership interest without the consent of at least seventy-five (75%) percent in interest of the Limited Partners. The following disclosures are and have been made in the Limited Partnership Agreement and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF DIAZ FAMILY LIMITED PARTNERSHIP HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

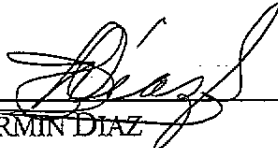
THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

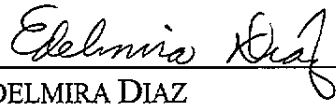
THE LIMITED PARTNERSHIP INTERESTS OF DIAZ FAMILY LIMITED PARTNERSHIP HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF PSP LIMITED PARTNERSHIP MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO PSP LIMITED PARTNERSHIP.

ARTICLE 11.  
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner(s) acknowledge(s) and state(s) that they/he/she is authorized to execute and file this Certificate for and on behalf of the DIAZ FAMILY LIMITED PARTNERSHIP.

EXECUTED IN DUPLICATE ORIGINAL this 30 day of June, 2000.

  
\_\_\_\_\_  
FERMIN DIAZ  
General Partner

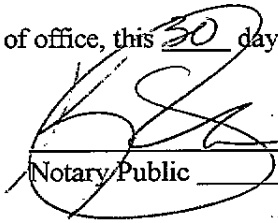
  
\_\_\_\_\_  
EDELmira DIAZ  
General Partner

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 10 PM 1:06

STATE OF FLORIDA }  
COUNTY OF COLLIER }

BEFORE ME, the undersigned authority, on this day personally appeared FERMIN DIAZ,  known to me to be the person whose name is subscribed to the foregoing instrument  or who produced a drivers license as identification and has acknowledged to me that FERMIN DIAZ executed the same for the purposes and considerations therein expressed and as the authorized representative of DIAZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 30 day of June, 2000.

  
\_\_\_\_\_  
Notary Public

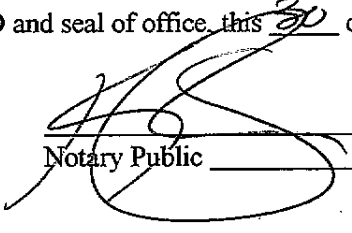
My Commission Expires:

STATE OF FLORIDA }  
COUNTY OF COLLIER }

OFFICIAL NOTARY SEAL  
KATHLEEN C PASSIDOMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC939472  
MY COMMISSION EXP. JUNE 20, 2004

BEFORE ME, the undersigned authority, on this day personally appeared EDELMIRA DIAZ,  known to me to be the person whose name is subscribed to the foregoing instrument  or who produced a drivers license as identification and has acknowledged to me that EDELMIRA DIAZ executed the same for the purposes and considerations therein expressed and as the authorized representative of DIAZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 30 day of June, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
KATHLEEN C PASSIDOMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC939472  
MY COMMISSION EXP. JUNE 20, 2004

FILED STATE  
SECRETARY OF CORPORATIONS  
00 JUL 10 PM 1:06

**ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT**

Having been named as registered agent for DIAZ FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Stat. § 620.192.

Dated this 30 day of June, 2000.

REGISTERED AGENT



KATHLEEN C. PASSIDOMO, Esquire

**AFFIDAVIT  
OF  
CAPITAL CONTRIBUTIONS**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned constituting all of the general partners of DIAZ FAMILY LIMITED PARTNERSHIP,  
a Florida Limited Partnership, certify:

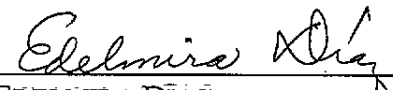
The amount of capital contributions to date of the limited partners is \$ 350,000<sup>00</sup>.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals  
\$ 350,000<sup>00</sup>.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the  
contents thereof and that the facts stated herein are true and correct.*

  
\_\_\_\_\_  
FERMIN DIAZ  
General Partner

  
\_\_\_\_\_  
EDELMIIRA DÍAZ  
General Partner



SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 10 PM 1:00

STATE OF FLORIDA }  
COUNTY OF COLLIER }

BEFORE ME, the undersigned authority, on this day personally appeared FERMIN DIAZ,  known to me to be the person whose name is subscribed to the foregoing instrument  or who produced a drivers license as identification and has acknowledged to me that FERMIN DIAZ executed the same for the purposes and considerations therein expressed and as the authorized representative of DIAZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 30 day of July, 2000.

*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
STATE OF FLORIDA }  
COUNTY OF COLLIER }

OFFICIAL NOTARY SEAL  
KATHLEEN C PASSIDOMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC939472  
MY COMMISSION EXP. JUNE 20, 2004

BEFORE ME, the undersigned authority, on this day personally appeared EDELMIRA DIAZ,  known to me to be the person whose name is subscribed to the foregoing instrument  or who produced a drivers license as identification and has acknowledged to me that EDELMIRA DIAZ executed the same for the purposes and considerations therein expressed and as the authorized representative of DIAZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this 30 day of July, 2000.

*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
KATHLEEN C PASSIDOMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC939472  
MY COMMISSION EXP. JUNE 20, 2004