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June 7, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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***2562.50 ***1793.75

Re: LLCs - New Filings

Dear Sir or Miss:

Enclosed please find five (5) Articles of Organization, four (4) Certificates of Conversion, and a Certificate of Limited Partnership, for filing. Also enclosed is our check in the amount of \$2,562.50 to cover the following:

- Four (4) LLCs with Certificates of Conversion - Silver Crest, LLC; Brickell Landings, LLC; Miami Riverside, LLC; Sunset Bay Apartments, LLC

Filing Fee	\$100.00
Registered Agent	25.00
Certificate of Conversion	25.00
Certified Copy	8.75
TOTAL	\$158.75 x 4 LLCs = \$635.00

- One (1) LLC without Certificate of Conversion - Marquesa Enterprises, LLC

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Copy	8.75
TOTAL	\$133.75

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FF \$150.00
cents 8.75

4p

**CERTIFICATE AND AFFIDAVIT
OF FLORIDA LIMITED PARTNERSHIP
OF
CARVAJAL ENTERPRISES LTD.,
A FLORIDA LIMITED PARTNERSHIP**

MARQUESA ENTERPRISES, LLC. , a Florida limited liability corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for Carvajal Enterprises Ltd., hereinafter referred to as the "Partnership."

1. **Name of Partnership.** The name of the Partnership is:

Carvajal Enterprises Ltd.

2. **Mailing Address and Principal Place of Business of the Limited Partnership**

The mailing address of the Limited Partnership is: 600 Marquesa Drive, Coral Gables, Florida, and the principal place of business of the Limited Partnership is 600 Marquesa Drive, Coral Gables, Florida 33156.

3. **Name and Business Address of General Partner.** The name and business

address of the General Partners in the Partnership is as follows:

MARQUESA ENTERPRISES, LLC
600 Marquesa Drive
Coral Gables, Florida 33156.

This instrument prepared by:
Ana Cela Harris, Esq.
Florida Bar No: 705403
Katz, Barron, Squitero & Faust, P.A.
2699 S. Bayshore Drive
7th Floor
Miami, FL 33133
305-856-2444

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TALLAHASSEE FLORIDA

4. **Effective Date.** The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2050.

5. **Agent and Address for Service of Process.** The Agent for service of process on the Partnership is Corpco, Inc., and the address of the Agent shall be:

Corpco. Inc
2699 S. Bayshore Drive
7th Floor
Miami, FL 33133

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6. **Capital Contributions.** The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners have contributed to date or shall contribute is Five Million Seven Hundred Thousand and 00/100 (\$5,700,000.00) Dollars.

7. **Anticipated Additional Contributions.** No additional contributions are anticipated, other than as set forth in Paragraph 6.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their signatures and swear to the foregoing as of the 30 day of May, 2001, in accordance with Florida Statutes, Section 620.108.

GENERAL PARTNER:

MARQUESA ENTERPRISES, LLC.

By: _____


Vicente Carvajal, Manager

STATE OF FLORIDA)
 : .SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was executed in my presence by VICENTE CARVAJAL who is personally known to me on who produced a _____ as identification, this 30 day of May, 2001.



Ana C. Harris
Commission # CG 906280
Expires March 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida at Large
Ana C. Harris
[Print Name]

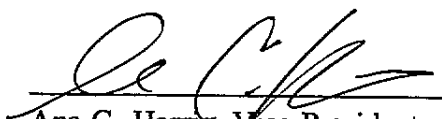
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ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, Registered Agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as Registered Agent for service of process upon said proposed corporation at the address set forth in Paragraph 5 of this Certificate.

DATED this 30 day of May, 2001.

REGISTERED AGENT
CORPCO, INC.

By: 

Ana C. Harris, Vice President

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