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ACCOUNT NO. : 072100000032

REFERENCE : 783800 7252960

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 1785.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 20, 2001

ORDER TIME : 11:48 AM

ORDER NO. : 783800-005

CUSTOMER NO: 7252960

CUSTOMER: Ms. Vivian Williams
Linda Larrea, P.A.

Suite 111
2300 Coral Way
Miami, FL 33145

900004691459--5

DOMESTIC FILING

NAME: LOPEZ-CANTERA HOLDINGS, LTD.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LOPEZ-CANTERA HOLDINGS, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being the Sole General Partner of LOPEZ-CANTERA HOLDINGS, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **LOPEZ-CANTERA HOLDINGS, LTD.**
2. The business address and the mailing address of the limited partnership is **c/o Linda Larrea, P.A., 2300 Coral Way, Suite 111, Miami, FL 33145.**
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Dade Corporate Services, Inc.

4. The Florida street address for the registered agent is:

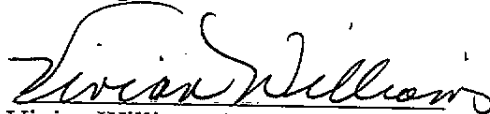
**2300 Coral Way, Suite 103
Miami, Florida 33145**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of LOPEZ-CANTERA HOLDINGS, LTD. at the place designated in this Certificate of Limited Partnership of LOPEZ-CANTERA HOLDINGS, 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.

Dade Corporate Services, Inc,
Registered Agent

By:

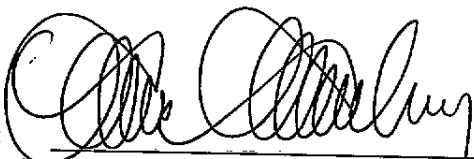

Vivian Williams, President

Dated: October 4, 2001.

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TALLAHASSEE, FLORIDA

6. The name and business address of the general partner is as follows:
CARLOS C. LOPEZ-CANTERA
7415 NW 7th Street
Miami, Florida 33126
7. The latest date upon which the limited partnership is to dissolve is January 1, 2051.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 4th day of October, 2001, in accordance with §620.114 of the Florida Statutes.

By: 
Print Name: CARLOS C. LOPEZ-CANTERA
Title: General Partner

AFFIDAVIT

THE UNDERSIGNED, being the sole general partner of LOPEZ-CANTERA HOLDINGS, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$300,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.00.

FURTHER AFFIANT SAYETH NOT.

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

By: 

Print Name: Carlos C. Lopez-Cantera

Title: General Partner

Date: October 4, 2001

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