

MAR. -26' 03 (WED) 10:42 BILZIN, SUMBERG ET. AL

TEL: 305-374-7583

P 001

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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DIVISION OF CORPORATION

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FLORIDA LIMITED PARTNERSHIP

mdm retail, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MDM RETAIL, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is MDM Retail, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

9090 South Dadeland Boulevard
Miami, Florida 33156.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Marshall R. Pasternack, P.A.
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

4. The name and business address of the sole general partner of the Limited Partnership is:

MDM II, LLC 603-10474
9090 South Dadeland Boulevard
Miami, Florida 33156.

5. The mailing address for the Limited Partnership is:

9090 South Dadeland Boulevard
Miami, Florida 33156.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

~~IN WITNESS WHEREOF, this Certificate of Limited Partnership has been~~
executed in the name and on behalf of the sole general partner of the Limited Partnership
as of the 26th day of March, 2003.

MDM II, LLC, a Florida limited liability
company

By: 

Ricardo Glas, as Authorized
Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of Marshall R. Pasternack, P.A., a Florida professional service corporation (the "Corporation"), which has been designated as registered agent for MDM Retail, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership, hereby agree that the Corporation will accept service of process for and on behalf of the Limited Partnership, and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: March 26, 2003.

MARSHALL R. PASTERNAK,
P.A., a Florida professional service
corporation, as Registered Agent

By: 

Marshall R. Pasternack,
President

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