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LESLIE ALAN ROZENCWAIG, P.A.

SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
SUITE 960
MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG
ROSARIO FERRERO - CARR
ALBERT J. DELGADO

TELEPHONE (305) 379-6100
TELEFAX (305) 379-6808
E-MAIL: BIZLITLAW@aol.com

October 24, 2003

FEDEX AIRBILL NO. 8412 5636 0298

PERSONAL AND CONFIDENTIAL

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Our Client File Number 1290(i)

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Certificate of Limited Partnership of the Zequeira Family Limited Partnership a Florida Limited Partnership and a check in the amount of One Thousand Seven Hundred Eighty-Five Dollars (\$1,785) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

ROSARIO FERRERO-CARR, ESQ.
For the Firm

RFC/cr
Enclosures

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**CERTIFICATE OF LIMITED PARTNERSHIP OF THE
ZEQUEIRA FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

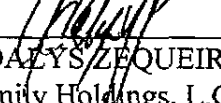
1. The name of the Partnership is ZEQUEIRA FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is: 1900 S.W. 18th Avenue, Miami, Florida 33145.
3. The address of the agent for service of process of the Partnership is: Leslie Alan Rozencwaig, P.A., 1 S.E. 3rd Avenue, Suite 960, Miami, Florida 33131 and the name of the initial registered agent is Leslie Alan Rozencwaig, Esq.
4. The name and business address of the General Partner are: ZEQUEIRA FAMILY HOLDINGS, L.C., 1900 S.W. 18th Avenue, Miami, Florida 33145.
5. The mailing address of the Partnership is: 1900 S.W. 18th Avenue, Miami, Florida 33145.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2052, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned Manager of the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by ODALYS ZEQUEIRA, Manager of ZEQUEIRA FAMILY HOLDINGS, L.C., the General Partner of the ZEQUEIRA FAMILY LIMITED PARTNERSHIP, this 26th day of September, 2003.

ZEQUEIRA FAMILY LIMITED PARTNERSHIP

By: 
ODALYS ZEQUEIRA, Manager of Zequeira
Family Holdings, L.C., General Partner

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned, the Manager of the general partner of ZEQUEIRA FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals Three Hundred Ninety-Two Thousand Dollars (\$ 392,000).

This 26th day of September, 2003.

FURTHER AFFIANT SAYETH NAUGHT.

Under the 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.

ZEQUEIRA FAMILY LIMITED PARTNERSHIP

By: [Signature]
ODALYS ZEQUEIRA, Manager of Zequeira Family Holdings, L.C., General Partner

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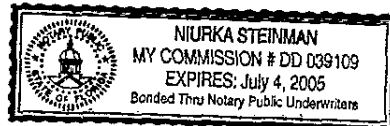
STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ODALYS ZEQUEIRA, personally known to me or who has produced FN # 2260-640-61-840-0 (type of identification) and has acknowledged before me that said person executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath.

WITNESS my hand and official seal at said County and State, this 26th day of September, 2003.

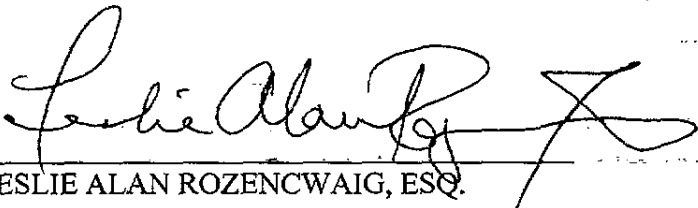
[Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

By: 
LESLIE ALAN ROZENCWAIG, ESQ.