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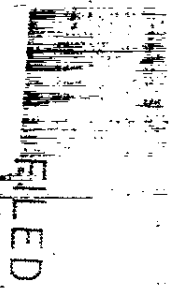


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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J. BRYAN DEC 22 2003

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BERMAN & BERMAN, P.A.
13500 N. KENDALL DRIVE
SUITE 129
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DAVID M. BERMAN
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December 17, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Barreto Family Limited Partnership
Ref #: W03000036586

Dear Sir or Madam:

Pursuant to your letter dated December 4, 2003 enclosed please find the
Certificate of Limited Partnership of Barreto Family Limited Partnership to be filed.

Very Truly Yours,

LAW OFFICES OF
BERMAN & BERMAN, P.A.


Audra M. Berman, CLAS

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 4, 2003

AUDRA M. BERMAN, CLAS
BERMAN & BERMAN, P.A.
13500 N. KENDALL DRIVE, STE. 129
MIAMI, FL 33186

SUBJECT: BARRETO FAMILY LIMITED PARTNERSHIP
Ref. Number: W03000036586

We have received your document for BARRETO FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

We received this document on 11/25/03.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 403A00065337

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CERTIFICATE OF LIMITED PARTNERSHIP & AFFIDAVIT

OF

BARRETO FAMILY LIMITED PARTNERSHIP

The parties hereto do hereby certify that an Agreement was made effective the 26 day of

November, 2003, Miami, Florida, by the following, herein called:

GENERAL PARTNER:
BARRETO MANAGEMENT L.L.C.

LIMITED PARTNERS:
RODNEY BARRETO

SHELIA BARRETO

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WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership.

1. Name. The name of this Limited Partnership is The Barreto Family Limited Partnership.
2. Business. The general character of the Partnership business shall be to hold, develop and lease real estate and equipment, and conduct a general business as thereto related.
3. Principal Place of Business. The location of the principal place of business of the Partnership is 9250 SW 104 Street, Miami, FL 33176.
4. Registered Agent. The registered agent for service for this Limited Partnership is David M. Berman whose address is 13500 N. Kendall Drive, Suite 129, Miami, FL 33186.

I Herby accept this designation as registered agent for service of process for Barreto Family Limited Partnership



David M. Berman

5. The Partners. The General Partner and Limited Partner of this Limited Partnership are as follows:

GENERAL PARTNERS
BARRETO MANAGEMENT L.L.C. *limited liability company*
#L0300004554

PLACE OF RESIDENCE
9250 SW 104 Street, Miami, FL 33176

LIMITED PARTNERS
RODNEY BARRETO

PLACE OF RESIDENCE
9250 SW 104 Street, Miami, FL 33176

SHELIA BARRETO

9250 SW 104 Street, Miami, FL 33176

6. Term. The Partnership shall begin on the 26 day of November, 2003, and shall continue for fifty-

five years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the Partnership, but only after such Limited Partner gives to the Partnership a 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional limited partners.

12. Priority Among Limited Partners. There is not priority of one Limited Partner over another as to the contributions or compensation by way of income.

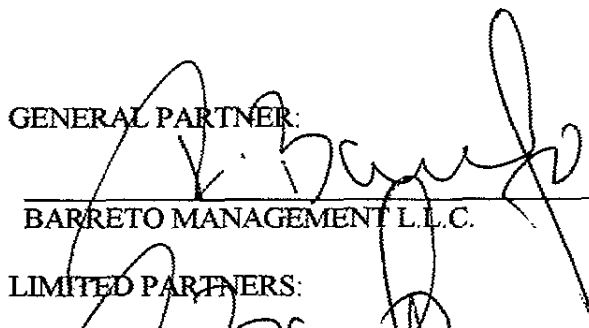
13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contributions.


15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$1,650,000.00

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Partners	Percentage Interest
GENERAL PARTNER: BARRETO MANAGEMENT L.L.C.	1%
LIMITED PARTNERS: RODNEY BARRETO	49.5%
SHELIABARRETO	49.5%

GENERAL PARTNER:


 BARRETO MANAGEMENT L.L.C. Date: 11-18-03

LIMITED PARTNERS:


 RODNEY BARRETO Date: 11-18-03



 SHELIA BARRETO Date: 11-18-03

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