

Sent by: STEARNS WEAVER

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0363

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA LIMITED PARTNERSHIP

851 Retail, LLLP

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$146.75

04 JUL 12 AM 8:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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*Statement of Qualification
will be submitted upon the
filing of the Certificate of
Limited Partnership
Hussey*

*JB
7-13-04*

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
851 RETAIL, LLLP**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of 851 RETAIL, LLLP, a Florida limited liability limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Partnership is:
851 Retail, LLLP
2. The office and principal place of business for the Partnership currently is:
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
3. The name and address of the agent for service of process on the Partnership are:
Angel Hernandez
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
4. The name and address of the General Partner of the Partnership are:
851 Retail, Inc. 404-103331
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
5. The mailing address of the Partnership is:
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filed by: J. Garstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July 9, 2004

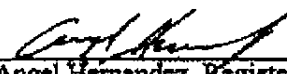
851 RETAIL, INC., a Florida corporation, its
sole General Partner

By: 
Angel Hernandez, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Angel Hernandez hereby accepts his appointment as registered agent for 851 Retail, LLLP, a Florida limited liability limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: July 9, 2004


Angel Hernandez, Registered Agent

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Angel Hernandez, as Vice President of 851 Retail, Inc., a Florida corporation, as General Partner of 851 Retail, LLLP, a Florida limited liability limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.90.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

851 RETAIL, INC., a Florida corporation, as
General Partner

By: 
Angel A. Hernandez, Vice President

The foregoing instrument was acknowledged before me this 8 day of July, 2004 by Angel Hernandez, as Vice President of 851 Retail, Inc., a Florida corporation, as the sole General Partner of 851 Retail, LLLP, a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Lianet Viart
Commission # DD215431
Expires May 26, 2007
Aaron Notary
1-800-350-8181


Print of Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

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