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A PROFESSIONAL ASSOCIATION

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GARY S. BROOKS (FL. & FED.)*

WILLOW S. FUENTES (LAW CLERK)

*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

INGRAHAM BLDG., STE. 1135
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MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

September 16, 2004

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

**Re: *Commercial Development Partners, Inc. and
Commercial Development Partners, Ltd.***

Dear Gretchen:

Enclosed please find the following documents regarding the above-referenced corporations.

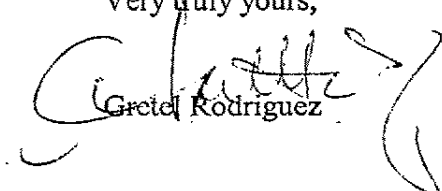
Please provide us with a certificate of Good Standing and evidence of the filing of the enclosed documents by Federal Express with the enclosed envelope.

We have enclosed a check in the amount of \$78.75 for filing of the profit corporation and a check in the amount of \$150.50 for filing of the partnership.

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,


Gretchen Rodriguez

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COMMERCIAL DEVELOPMENT PARTNERS, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

COMMERCIAL DEVELOPMENT PARTNERS, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&A Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

Commercial Development Partners, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

✓
204000130591

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Commercial Development Partners, Ltd.
c/o A&A Registered Agent, Inc.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175

*Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175
(305) 221-2110*

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5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

Commercial Development Partners, Ltd.
c/o Commercial Development Partners, Inc.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

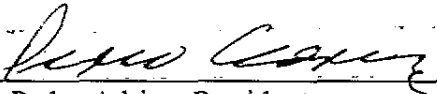
5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is September

13, 2054.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 13 day of September, 2004.

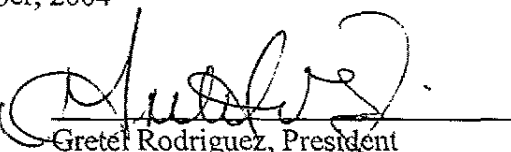
Commercial Development Partners, Inc.

By: 
Pedro Adrian, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for Commercial Development Partners, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 13 day of September, 2004

By: 
Gretel Rodriguez, President
A&A Registered Agent, Inc.

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TALLAHASSEE, FLORIDA

AFFIDAVIT

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

The undersigned General Partner of Commercial Development Partners, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is not yet known or zero dollars (\$0).

Commercial Development Partners, Inc.

By: *Pedro Adrian*
PEDRO ADRIAN, President

The foregoing instrument was subscribed and sworn to before me by PEDRO ADRIAN, President of Commercial Development Partners, Inc., on behalf of Commercial Development Partners, Ltd. this 13 day of September, 2004. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.

[Signature]
Name:
Notary Public
State of Florida at Large

My Commission Expires:

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA



Gretel Rodriguez
Commission # DD260061
Expires Oct. 21, 2007
Aaron Notary
1-800-350-5161