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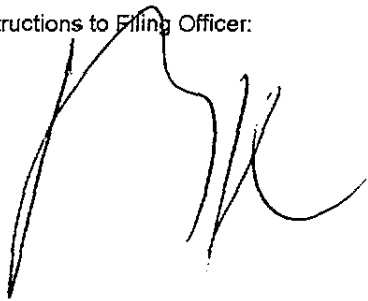
PICK-UP WAIT MAIL

(Business Entity Name)

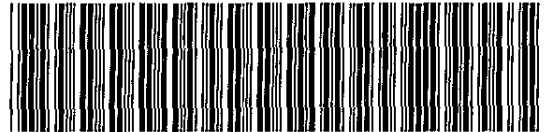
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November 9, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cabrera Partners, Ltd. (FILE FIRST)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CABRERA PARTNERS, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned persons, desiring to form a Florida Limited Partnership, hereby swear to and affirm as follows:

1. The name of the Limited Partnership shall be CABRERA PARTNERS, LTD.
2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.
3. The location of the principal place of business is 330 S.W. 27th Avenue, Suite 203, Miami, Florida 33135. The name and address of the agent for service of process is ATRIUM REGISTERED AGENTS, INC., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

4. The names and business address of the General Partners shall be as follows:

Tomas A. Cabrera
Lourdes C. Cabrera
330 S.W. 27th Avenue, Suite 203
Miami, FL 33135

5. The mailing address for the Limited Partnership shall be as follows:

Cabrera Partners, Ltd.
330 S.W. 27th Avenue, Suite 203
Miami, FL 33135

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 10th day of JUN, 2005, effective upon filing same with the Florida Department of State.



TOMAS A. CABRERA, General Partner



LOURDES C. CABRERA, General Partner

05 NOV -9 PM 4:01
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CABRERA PARTNERS, LTD., a Florida limited partnership in the foregoing Certificate of Limited Partnership, Atrium Registered Agents, Inc., on behalf of the Partnership, hereby agrees 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 registered agent.

REGISTERED AGENT
ATRIUM REGISTERED AGENTS, INC.

BY: *Robert A. Stamen*
ROBERT A. STAMEN, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


BEFORE ME, the undersigned, personally appeared TOMAS A. CABRERA and LOURDES C. CABRERA, general partners of CABRERA PARTNERS, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,000,000.

This 10th day of JUNE, 2005.

FURTHER AFFLIANTS SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.



TOMAS A. CABRERA, General Partner



LOURDES C. CABRERA, General Partner

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

The foregoing instrument was acknowledged before me this ____ day of _____, 2005, by TOMAS A. CABRERA and LOURDES C. CABRERA, who did execute the foregoing Affidavit of Capital Contributions as General Partners, who are personally known to me, or who have produced _____ as identification, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Signature - NOTARY PUBLIC

Printed Name of NOTARY PUBLIC

Commission Number