

To: *1 (850) 205-0383
Subject:

From: Patricia Tadlock

Friday, November 18, 2005 11:58 AM Page: 19 of 24

A05000002095

Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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(((H05000267014 3)))

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

* Statement of
Qualification to
Follow which will
need 11-17-05
0150.44512 file

FLORIDA LIMITED PARTNERSHIP

CABI SMA RETAIL I, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

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W05-51660

To: +1 (850) 205 0383
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850-205-0381

11/18/2005 10:52

PAGE 001/001

Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 18, 2005

CORPDIRECT AGENTS, INC.

SUBJECT: CABI SMA RETAIL I, LLLP
REF: W05000051660

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Can't have LLLP as Limited Partnership suffix,

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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

FAX Aud. #: H05000267014
Letter Number: 205A00068287

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CABI SMA RETAIL I, LLLP**

The undersigned, desiring to form a limited partnership (the "Limited Partnership") in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as amended, hereby states as follows:

1. The name of the Limited Partnership is:

CABI SMA RETAIL I, LLLP

2. The address of the office where the required records of the Limited Partnership will be kept is:

19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Mario Sariol
19950 West Country Club Drive
Suite 900
Aventura, Florida 33180

4. The name and business address of the general partner of the Limited Partnership is:

CABI GP SMA, LLC
19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

#L05000110416

5. The mailing address for the Limited Partnership is:

19950 W. Country Club Drive
Suite 900
Aventura, Florida 33180

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2055.

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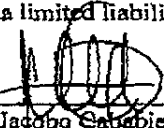
H05000267014 3

The execution of this Certificate of Limited Partnership by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of the Limited Partnership as of the 23 day of September, 2005.

GENERAL PARTNER:

CABI GP SMA, LLC
a Florida limited liability company

By: 
Name: Jacobo Salasie Daniel
Title: Manager

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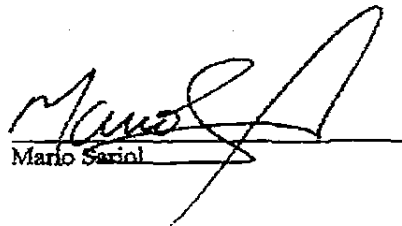
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for CABI SMA, RETAIL I, LLLP, a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: September ~~28~~, 2005.


Mario Saniol

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting the general partner of CABI SMA RETAIL I, LLLP, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.00.

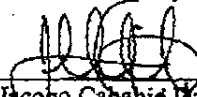
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

CABI GP SMA, LLC
a Florida limited liability company

By: 

Name: Jacobo Cabanig Daniel

Title: Manager

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