

09/17/96 11:59 FAX 305358-9490

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000012993 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: NIURKA ALONSO
PHONE: (305)358-5900

ACCT#: 076150002103

FAX #: (305)358-9490

NAME: FRAGA LIMITED VII

AUDIT NUMBER.....H96000012993

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

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Updater Verifier	OR
Acknowledgement	OR
W. P. Verifier	OR

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96 SEP 17 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FAX AUDIT NUMBER
H96000012993

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR FRAGA LIMITED VII**

In accordance with the provisions of Fla. Stat. §620.108, this Certificate of Limited Partnership is executed and filed by the undersigned for the purpose of forming Fraga Limited VII as a Florida limited partnership.

1. The name of the Limited Partnership is Fraga Limited VII.
2. Its record keeping office, as required under Fla. Stat. §620.108, and at which will be maintained the records required to be maintained under Fla. Stat. §620.106, will be 2299 Douglas Road, 4th Floor, Miami, Florida 33145. The mailing address will be the same as the record keeping office address.
3. Its agent for service of process, as required to be maintained under Fla. Stat. §620.108, will be FIRC Management, Inc., a Florida corporation with an address at 2299 Douglas Road, 4th Floor, Miami, Florida 33145. 651835
4. Its sole general partner is FIRC Management, Inc with a business address at 2299 Douglas Road, 4th Flr., Miami, FL 33145.
5. The latest date upon which the limited partnership is to dissolve is December 31, 2026.

This Certificate is executed pursuant to Fla. Stat. §620.214 by FIRC MANAGEMENT, INC., a Florida corporation, as the sole general partner of FRAGA LIMITED VII and its execution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FIRC MANAGEMENT, INC.

By:

Antonio O. Fraga
Antonio O. Fraga, President

STATE OF FLORIDA

COUNTY OF DADE

SS

The foregoing instrument was acknowledged before me this 16th day of SEPTEMBER, 1996, by ANTONIO O. FRAGA, as President of FIRC MANAGEMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known and took an oath.

Polina Quintana
NOTARY PUBLIC State of Florida

My Commission Expires:

6:\MOWFRAGAVII.CER
Sep 13, 1996 10:32 pm

PREPARED BY:

M. C. Moreno, Esq.
Miguel Wald Bickel & Moreno, P.A.
25 S.E. 2nd Ave., #900, Miami, FL 33131

FAX AUDIT NUMBER
H96000012993

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05 SEP 17 PM 4:20

09/17/96 TUE 16:00 FAX 3063589490

NWD A M

FAX AUDIT NUMBER

H96000012993

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PRAGA LIMITED VII, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for said Partnership, to accept the obligations imposed upon such agent by Florida Statute §620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Executed this 16th day of SEPTEMBER, 1996.

REGISTERED AGENT:

PRC Management, Inc.

By: [Signature]
Antonio O. Paez, President

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TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER

H96000012993

FAX AUDIT NUMBER

H96000012993

STATE OF FLORIDA

COUNTY OF DADE

) ss.
)DEEDAVIT OF CAPITAL CONTRIBUTIONS

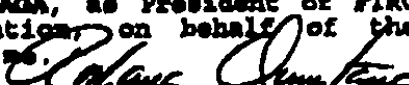
THIS DAY before me, the undersigned officer, personally appeared Antonio O. Fraga ("Fraga"), as President of FIRC Management, Inc. ("FIRC"), the sole general partner of FRAGA LIMITED VII, a Florida limited partnership ("Partnership"), and who after being duly sworn, deposes and says:

1. The amount of capital contributions made to the Partnership by the limited partner is \$990.
2. The total amount anticipated to be contributed by the limited partners is \$990.

FURTHER AFFIANT SAYETH NOT.


Antonio O. Fraga

SWORN TO AND SUBSCRIBED before me on this 16th day of SEPTEMBER, 1996, by ANTONIO O. FRAGA, as President of FIRC MANAGEMENT, INC., a Florida corporation, on behalf of the corporation who is personally known to me.


NOTARY PUBLIC State of Florida

My Commission Expires:

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TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER

H96000012993

12/13/96 FRI 15:14 FAX 3053589490

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3:03 PM

FLORIDA DIVISION OF CORPORATIONS

**PUBLIC ACCESS SYSTEM
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((H96000017545 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: NIURKA ALONSO
PHONE: (305)358-5900

ACCT#: 076150002103

FAX #: (305)358-9490

NAME: FRAGA LIMITED VII

AUDIT NUMBER.....H96000017545

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS...0 PAGES..... 2

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE... \$52.50

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A96-1720

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Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgement	<i>AL</i>
W. P. Verifier	<i>AL</i>

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96 DEC 13 PM 3:56
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DIVISION OF CORPORATIONS

**AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
FOR FRAGA LIMITED VII**

The Certificate of Limited Partnership for Fraga Limited VII is hereby amended for the purposes hereafter set forth.

1. Name of Limited Partnership: Fraga Limited VII.
2. Date Certificate of Limited Partnership filed with Florida Secretary of State: Sept. 17, 1996.
3. Florida Secretary of State Document No. A96000001720
4. Withdrawal of General Partner: FIRC Management Inc. withdraws as a General Partner effective upon admission of Fraga Family Corp. as substitute General Partner.
5. Admission of New General Partner: Fraga Family Corp. is admitted as a new General Partner and will continue the business of the Partnership.
6. Amendment: Paragraph 4 of the Certificate of Limited Partnership is hereby deleted in its entirety and replaced by the following:

96000095786
"Its sole general partner is Fraga Family Corp
with a business address at 2299 Douglas Road,
4th Floor, Miami, Florida 33145."

The undersigned, the withdrawing general partner and the new general partner each hereby certify that all partners of the partnership have consented to the foregoing.

Executed on this 9th day of ^{December} ~~November~~, 1996.

Witnesses:

H. L. [Signature]
[Signature]

H. L. [Signature]
[Signature]

FIRC MANAGEMENT, INC.

By: *[Signature]*
Antonio O. Fraga

FRAGA FAMILY CORP.

By: *[Signature]*
Antonio O. Fraga

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 3:56

STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me this 9th day of ~~November~~ ^{December}, 1996, by ANTONIO O. FRAGA as President of FIRC MANAGEMENT, INC., a Florida corporation, on behalf of the corporation.

This person ~~is~~ personally known to me or () has produced as identification.

NOTARY PUBLIC

[Signature]
Print Name: ROXANA CRISTINA

My Commission Expires:

PREPARED BY:

M. Cristina Moreno,
Mural Wald Biondo
25 S.E. 2nd Ave.,
Miami, FL 33131
1-305-358-5900
Florida Bar No. 259



FAX AUDIT NUMBER:
H96000017545

FAX AUDIT NUMBER:
H96000017545

STATE OF FLORIDA

COUNTY OF DADE

SS

The foregoing instrument was acknowledged before me this 9th
day of NOVEMBER, 1996, by ANTONIO O. PRADA as President of PRADA
FAMILY CORP., a Florida corporation, on behalf of the corporation.

This person () is personally known to me or () has produced
as identification.

NOTARY PUBLIC

Print Name: Rafael Quintana

My Commission Expires:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 3:56

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H96000017545