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LAW OFFICES OF  
**MAYER & KENNEDY**  
THE FORUM - TOWER A  
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to Matters of Federal Tax Law

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-02/02/99-01036--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

January 28, 1999

**CERTIFIED MAIL, RETURN  
RECEIPT REQUESTED NO. Z 014 112 906**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Pelayo Investment Company, Ltd.**

Dear Sir/Madam:

Enclosed please find two (2) originals of the Affidavit of Capital Contributions and Certificate of Limited Partnership of Rodriguez Family Investment Co., Ltd. for the above referenced limited partnership. Please file one (1) original of each and return one (1) original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested document, along with our check in the amount of \$87.50 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

|                   |     |
|-------------------|-----|
| Name              |     |
| Availability      |     |
| Document Examiner | DCC |
| Updater           | DCC |
| Writer            |     |
| Verifier          | DCC |
| Acting PTT/mssg   | DCC |
| Enclosures        |     |
| W. P. Verifier    | DCC |

Sincerely,

MAYER & KENNEDY

Paul T. Trinley

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TE  
\$990.00

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\* Federal Tax Counsel to the Firm  
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to Matters of Federal Tax Law

February 12, 1999

**CERTIFIED MAIL, RETURN  
RECEIPT REQUESTED NO. Z 033 919 958**

Secretary of State  
Division of Corporations  
**Attn: Diane Cushing**  
**Corporate Specialist**  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Pelayo Investment Company, Ltd.**  
**Letter No.: 699A00005153**

Dear Ms. Cushing:

We previously sent to you two (2) originals of the Certificate of Limited Partnership and two (2) originals of the Affidavit of Capital Contributions for a limited partnership called "Pelayo Investment Company, Ltd.". Pursuant to your letter dated February 5, 1999, Ref. Number: W99000002968 (a copy of which is herein enclosed), you sent the documents back to me stating that the name of the entity could not include the word "Company".

However, pursuant to our telephone conversation on this date you agreed to accept and file the Certificate of Limited Partnership and Affidavit of Capital Contributions as originally submitted (with the word "Company") provided that we were aware of your new policy not to allow titles of limited partnership's to include the word "Company" or "Co." and adhered to such policy when submitting Certificates and Affidavits in the future. To this effect, I have circulated an office memorandum instructing attorneys and legal assistants that the name of a limited partnership can no longer include the word "Company" or "Co.".

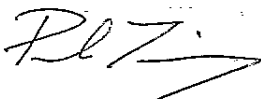
Secretary of State  
Division of Corporations  
Attn: Diane Cushing  
Corporate Specialist  
Re: Pelayo Investment Company, Ltd.  
Letter No.: 699A00005153  
February 12, 1999  
Page 2

Therefore, I enclose with this letter two (2) originals of the Certificated of Limited Partnership and two (2) originals of the Affidavit of Capital Contributions for Pelayo Investment Company, Ltd. Please file one (1) original of each and return one (1) original of each stamped with the date and time the documents have been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents. You already have our check in the amount of \$87.50 to cover the required filing fee.

Thank you very much for your assistance and cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY



Paul T. Trinley

PTT/msg  
Enclosures  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 5, 1999

PAUL T. TRINLEY  
MAYER & KENNEDY  
1675 PALM BEACH LAKES BLVD., STE 700  
WEST PALM BEACH, FL 33401

SUBJECT: PELAYO INVESTMENT COMPANY, LTD.  
Ref. Number: W99000002968

We have received your document for PELAYO INVESTMENT COMPANY, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 699A00005153

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PELAYO INVESTMENT COMPANY, LTD.**

1. PELAYO INVESTMENT COMPANY, LTD.  
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1110 Coral Way, Coral Gables, Florida 33134  
(The Business Address of the Limited Partnership)
3. Jose A. Pelayo  
(Name of Registered Agent for Service of Process)
4. 1110 Coral Way, Coral Gables, Florida 33134  
(Florida Street Address for Registered Agent)
5. \_\_\_\_\_  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1110 Coral Way, Coral Gables, Florida 33134  
(The Mailing Address of the Limited Partnership)

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DIVISION OF CORPORATIONS  
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7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2047.

| 8. NAME OF GENERAL PARTNER(S)                  | SPECIFIC ADDRESS                         |
|------------------------------------------------|------------------------------------------|
| <u>P99000007832</u><br>Pelayo Management, Inc. | 1110 Coral Way<br>Coral Gables, FL 33134 |

Signed this 18<sup>th</sup> day of JANUARY, 1999

Signature of all General Partners:

Pelayo Management, Inc.

By: \_\_\_\_\_  
Jose A. Pelayo, President

**GENERAL PARTNER**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned constituting all of the general partners of PELAYO INVESTMENT COMPANY, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$990.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.

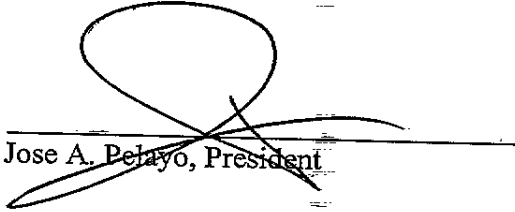
This 18<sup>th</sup> day of JANUARY, 1999.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

PELAYO MANAGEMENT, INC.

By: 

Jose A. Pelayo, President

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