

LOURDES CASTILLO, ESQUIRE

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-12/02/99-01067-010
***1837.50 ***1837.50

12773 WEST FOREST HILL BOULEVARD SUITE 1206 * WELLINGTON, FLORIDA 33414
TELEPHONE: [561] 832-8799 * TELECOPIER: [561] 795-3368



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 1999

LOURDES CASTILLO
12773 WEST FOREST HILL BLVD
SUITE 1206
WELLINGTON, FL 33414

SUBJECT: U. E. C., F.L.P., LTD.
Ref. Number: W99000027894

We have received your document for U. E. C., F.L.P., LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00057514

FILED
DEC 30 AM 8:53
TALLAHASSEE, FLORIDA

CERTIFICATE OF THE FAMILY LIMITED PARTNERSHIP

CERTIFICATE OF FAMILY LIMITED PARTNERSHIP of U. E. C. F.L.P., Ltd.
We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the Family Limited Partnership is to be conducted is U. E. C., F.L.P., Ltd..
2. The character of the business intended to be transacted by the Family Limited Partnership is as follows: REAL ESTATE INVESTMENTS.
3. The Street Address of the Principal Office of the Family Limited Partnership is: 12773 WEST FOREST HILL BOULEVARD SUITE 1206, in the City of WELLINGTON, FLORIDA 33414. The Mailing Address of the Family Limited Partnership is: 12773 WEST FOREST HILL BOULEVARD SUITE 1206, in the City of WELLINGTON, FLORIDA 33414.
4. The name and place of residence of each General Partner interested in the partnership are as follows:

Name	Place of Residence
ULBICIO CASTILLO	13193 LA MIRADA CIRCLE WELLINGTON, FLORIDA 33414
ESPERANZA CASTILLO	13193 LA MIRADA CIRCLE WELLINGTON, FLORIDA 33414

- a: The name and place of residence of each Family Limited Partner interested in the Partnership are as follows:

Name	Place of Residence
ULBICIO CASTILLO	13193 LA MIRADA CIRCLE WELLINGTON, FLORIDA 33414
ESPERANZA CASTILLO	13193 LA MIRADA CIRCLE WELLINGTON, FLORIDA 33414

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5. The U. E. C., F.L.P., Ltd. Shall exist for an indefinite term of years.
6. The time agreed on when the contribution of each Family Limited Partner is to be returned is as follows: DETERMINED BY VOTE of all the GENERAL PARTNERS.
7. The share of the profits or any other compensation by way of income which each Family Limited Partner shall receive by reason of HIS or HER contribution is as follows: AS DETERMINED BY VOTE of all the GENERAL PARTNERS.
8. The right of the partners to admit additional Family Limited Partners is as follows: AS DETERMINED BY VOTE of all the GENERAL PARTNERS.
9. The right of the remaining General Partner to continue the business on the death, retirement, or insanity of a General Partner is as follows: AS DETERMINED BY VOTE of the remaining GENERAL PARTNER.
10. The right of a Limited Partner to demand and receive property other than cash in return for his or her contribution is as follows: AS DETERMINED BY VOTE of all the GENERAL PARTNERS.
11. The address of the office of the Family Limited Partnership is 12773 WEST FOREST HILL BOULEVARD SUITE 1206 WELLINGTON, FLORIDA 33414. The agent for service of process is LOURDES CASTILLO, whose address is 12773 WEST FOREST HILL BOULEVARD SUITE 1206 WELLINGTON, FLORIDA 33414.
12. The name and business address of each General Partner interested in the Partnership are as follows:

Name	Business Address
ULBICIO CASTILLO	12773 WEST FOREST HILL BLVD. STE 1206 WELLINGTON, FLORIDA 33414
ESPERANZA CASTILLO	12773 WEST FOREST HILL BLVD STE 1206 WELLINGTON, FLORIDA 33414

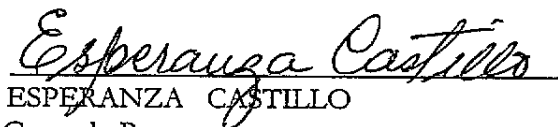
13. The latest date upon which the Family Limited Partnership is to dissolve is INDEFINATE.

FILED
 99 DEC 29 PM 8:54
 FLORIDA
 CLERK OF COURT
 JUDICIAL CIRCUIT IN AND FOR
 THE SEVENTH JUDICIAL CIRCUIT
 IN FLORIDA

IN WITNESS, the undersigned have executed this certificate this 26TH day of OCTOBER 1999.



ULBICIO CASTILLO
General Partner



ESPERANZA CASTILLO
General Partner

FILED

DEC 30 AM 8:54

CLERK OF COURT
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED CONSTITUTING ALL OF THE GENERAL PARTNERS OF U. E. C., F.L.P., LTD., A FLORIDA FAMILY LIMITED PARTNERSHIP, CERTIFY:

THE AMOUNT OF CAPITAL CONTRIBUTIONS TO DATE OF THE FAMILY LIMITED PARTNERS IS:
ONE MILLION NINE HUNDRED THOUSAND DOLLARS, \$ 1,900,000.00

THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE FAMILY LIMITED PARTNERS AT THIS TIME TOTALS: ONE MILLION NINE HUNDRED THOUSAND DOLLARS, \$ 1,900,000.00

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.


ULBICIO CASTILLO

GENERAL PARTNER


ESPERANZA CASTILLO

GENERAL PARTNER


Witness

Lourdes Castillo
Print or Type name

11/30/1999
Date

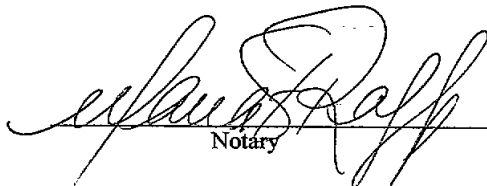
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99 DEC 30 AM 8:54
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

Drivers License - FL
Affiant(s) provided a Florida Driver's License as proof of identity and took an oath,

SWORN TO and subscribed before me this 26TH, day of OCTOBER, 1999.

My Commission expires:

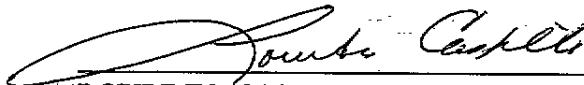



Notary

REGISTERED AGENT

I, LOURDES CASTILLO, ATTORNEY AT LAW, WILL BE THE
REGISTERED AGENT FOR U. E. C., F. L. P., L. T. D.

I HEREBY AM FAMILIAR WITH AND DO ACCEPT THE DUTIES AND
RESPONSIBILITIES AS THE REGISTERED AGENT FOR SAID FAMILY LIMITED
PARTNERSHIP NAMED IN THE CERTIFICATE.



LOURDES CASTILLO
Attorney At Law

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99 DEC 30 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA