

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. FED. & T.C.)
IVETTE HALPHEN LEON (FL. & FED)
SEAN A. MOUGHAN
ROSIE LOY-PEREZ (FL)

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 226
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

OF COUNSEL:

LEONARD LEVI GARDNER (FL & FED)
MARY E. PENA (FL & FED)

10723 S.W. 104th Street
MIAMI, FLORIDA 33176

A0000000000324

February 22, 2000

Via Federal Express

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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****308.00 ****150.50

**Re: MILANO INVESTMENTS, LTD., MILANO INVESTMENTS, INC., and DAMIANI
OUTLET, INC.**

Dear Gretchen:

Enclosed please find the Certificate of Limited Partnership of Milano Investments, Ltd., the Articles of Incorporation of Milano Investments, Inc. and the Articles of Incorporation of Damiani Outlet, Inc., along with our client's check in the amount of \$308.00 to cover the cost of filing each entity.

Please process these documents as soon as possible and send us confirmation via fax (305) 221-5321 once the entities have been filed.

Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MILANO INVESTMENTS, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

MILANO INVESTMENTS, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

MILANO INVESTMENTS, INC. ✓
8801 S.W. 132nd Street
Miami, Florida 33176

PO0000019172

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

MILANO INVESTMENTS, LTD.
c/o A&P Registered Agent, Inc.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175

*Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110*

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TALLAHASSEE, FLORIDA

5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

MILANO INVESTMENTS, LTD.
c/o MILANO INVESTMENTS, INC.
2460 S.W. 137th Avenue, Suite 238
Miami, Florida 33175

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is February 17,
2050.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 19th day of February, 2000.

Milano Investments, Inc.

By: 

Evelio Estrella, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment
as registered agent for Milano Investments, Ltd., a Florida limited partnership, and accepts all
obligations imposed on it as such under Florida law.

Executed this 19th day of February, 2000.

By: 

Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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TALLAHASSEE, FLORIDA

AFFIDAVIT

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

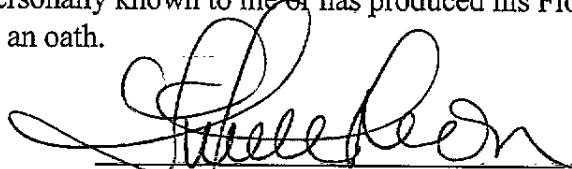
The undersigned General Partner of Milano Investments, Ltd. (the "Limited Partnership"),
being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through
this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital
contributions of the limited partners to the Limited Partnership is not yet known or zero dollars
(\$0).

Milano Investments, Inc.

By: 
EVELIO ESTRELLA, President

The foregoing instrument was subscribed and sworn to before me by EVELIO
ESTRELLA, President of Milano Investments, Inc., on behalf of Milano Investments, Ltd. this
10th day of February, 2000. He is personally known to me or has produced his Florida Driver's
License as identification and did take an oath.



Name:
Notary Public
State of Florida at Large

My Commission Expires:



Ivette Halphen Leon
My Commission CC578258
Expires Aug. 18, 2000

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