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Via Federal Express

February 25, 2000

Florida Department of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Carro Family Limited Partnership**
Our File No. 03084001

Dear Sir or Miss:

Enclosed please find an original and one copy of the Certificate and Affidavit of Florida Limited Partnership of **Carro Family Limited Partnership**, together with our firm's trust account check payable to the Department in the total amount of \$1,785.00 (filing fee and registered agent fee). Please be kind enough to process the enclosed as of the date of your receipt and forward the Department's Certificate evidencing formation and the enclosed copy stamped as received to the undersigned in the return federal express mailer provided.

Should you have any question regarding this matter, please do not hesitate to contact me. Thanking you in advance for your assistance in this matter at your earliest opportunity.

Very truly yours,
KATZ, BARRON, SQUITERO & FAUST, P.A.


William D. Rohrer

WDR/sjz
enclosures

cc: Jose E. Carro
Richard Morgan, Esq.

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APPROVED
AND
FILED
00 FEB 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF CARRO FAMILY LIMITED PARTNERSHIP,
A FLORIDA LIMITED PARTNERSHIP**

CARRO FAMILY HOLDINGS, INC., a Florida corporation, (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for **CARRO FAMILY LIMITED PARTNERSHIP**, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is **Carro Family Limited Partnership**.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 2460 Southwest 137th Avenue, Suite 243, Miami, Florida 33175. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

CARRO FAMILY HOLDINGS, INC. ✓ P0000000K1124
2460 Southwest 137 Avenue
Suite 243
Miami, Florida 33175

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2030.

5. Agent for Service of Process and Agent's Address: The Agent for service of process on the Partnership shall be **CORPCO, Inc.**, located at 2699 South Bayshore Drive, Floor, Miami, Florida 33133. G11175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

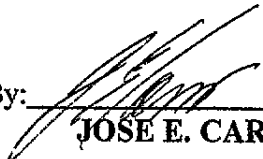
6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is One Million Two Hundred Eighty Seven Thousand and No/100 Dollars (\$1,287,000.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the _____ day of February, 2000, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

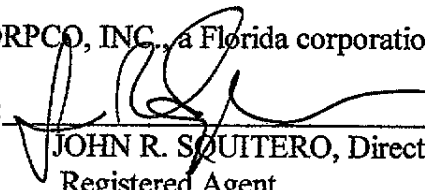
CARRO FAMILY HOLDINGS, INC.,
a Florida corporation

By: 
JOSE E. CARRO, President

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this _____ day of February, 2000

CORPCO, INC., a Florida corporation
By: 
JOHN R. SQUITERO, Director
Registered Agent

SECRETARY OF STATE
GALLAHUSSEE, FLORIDA

00 FEB 28 AM 8:48

APPROVED
AND
FILED