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February 10, 2000

SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-02/11/00--01049--012  
\*\*\*1785.00 \*\*\*1785.00

W-4169

RE: MEI, LTD., a Florida Limited Partnership

Gentlemen:

Enclosed herewith please find Certificate of Limited Partnership and Affidavit of Capital Contribution, for MEI, LTD., which have been prepared for the purposes of MEI, LTD. becoming a limited partnership under the laws of the State of Florida, together with our check in the amount of \$1,785.00 to cover the filing fees and registered agent designation.

We would appreciate your filing the enclosed documents and returning the certified copy to our office as soon as possible. If you should require any further information and/or documentation to complete the filing, please advise accordingly. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and confirmation that same have been filed.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

MFF:cj  
Enclosures (as stated)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 11 2000  
PM 9:00  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 16, 2000

BLASS & FRANKEL, P.A.  
ONE S.E. THIRD AVENUE  
2130 SUNTRUST INTERNATIONAL CENTER  
MIAMI, FL 33131

SUBJECT: MEI, LTD.  
Ref. Number: W00000004169

We have received your document for MEI, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 100A00008085

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MEI INVESTMENTS, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is **MEI INVESTMENTS, LTD.**

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2127 Brickell Avenue, Apt. 1401, Miami, Florida 33129.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is

MARIA ELENA IBAÑEZ  
2127 Brickell Avenue  
Apt. 1401  
Miami, Florida 33129.

4. **General Partners.** The name and business address of each General Partner in the Limited Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
MARIA ELENA IBAÑEZ	2127 Brickell Avenue Apt. 1401 Miami, Florida 33129

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TALLAHASSEE, FLORIDA

5. **Address of Partnership.** The mailing address of the Limited Partnership is 2127 Brickell Avenue, Apt. 1401, Miami, Florida 33129

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is February 15, 2050.

Dated: February 9, 2000.  
Miami, Florida

**MEI INVESTMENTS, LTD., a Florida limited partnership**

By: Maria Elena Ibanez  
MARIA ELENA IBAÑEZ, General Partner

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as sole General Partner of **MEI INVESTMENTS, LTD.**, declares that the capital contributions of the Limited Partner in the Partnership is as follows:

1. The Limited Partner has made capital contribution in the following amount:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
THE MARIA ELENA IBAÑEZ REVOCABLE TRUST, MARIA ELENA IBAÑEZ, TRUSTEE U/A/D JANUARY 18, 1991	\$1,000.00

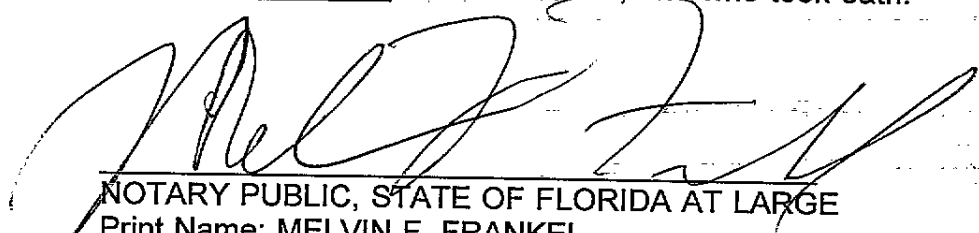
2. It is anticipated that the Limited Partner listed below will make capital contributions in the future in the following amounts:

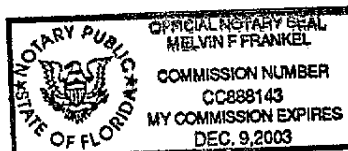
<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
THE MARIA ELENA IBAÑEZ REVOCABLE TRUST, MARIA ELENA IBAÑEZ, TRUSTEE U/A/D JANUARY 18, 1991	\$2,000,000.00

Dated: February 9, 2000.  
Miami, Florida

  
MARIA ELENA IBAÑEZ, General Partner

Sworn to and subscribed before me this 9TH day of February, 2000, by MARIA ELENA IBAÑEZ [ X ] who is to me well know [ ] who provided \_\_\_\_\_ as identification, and who took oath.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
Print Name: MELVIN F. FRANKEL  
Commission Number: CC888143  
My commission Expires: DEC. 9, 2003



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00 MAR -6 PM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA