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WORKERS COMPENSATION
KAREN S. HAHN

REPLY TO:
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ORLANDO
FLORIDA 32802

July 19, 2000

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-07/21/00--01102--004
***1837.50 ***1837.50

VIA CERTIFIED MAIL

Florida Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: The Orozco Family Limited Partnership, a Florida Limited Partnership
Our File No.: 200541

Dear Madam or Sir:

Enclosed find an original and one copy of following documents for filing with your office:

1. An original executed Certificate of Limited Partnership of The Orozco Family Limited Partnership, a Florida Limited Partnership;
2. An original executed Affidavit of Capital Contribution,
3. An original executed Acceptance of Appointment as Registered Agent, and
4. Bogin, Munns & Munns check number 099274 dated July 19, 2000 in the amount of \$1,837.50, which represents \$1,750.00 in fees, \$35.00 for registered agent, and \$52.50 for a certified copy.

I would appreciate your filing these documents and returning conformed copies back to me as soon as possible. Thank you for your consideration.

Very truly yours,

Dorothy

S.I. Valbh
S.I. Valbh, Esquire

SIV:dlv
Enclosures

\\BMM\SYSDATA\SIVALBH\CORPORATIONS\OROZCO HOLDINGS INC 200541\CORRESP\FL DEPT OF CORP 071900.DOC

CERTIFICATE OF LIMITED PARTNERSHIP OF
THE OROZCO FAMILY LIMITED PARTNERSHIP, a Florida limited partnership

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby state the following:

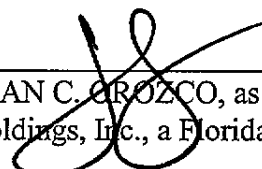
1. The name of the Partnership is The Orozco Family Limited Partnership.
2. The address of the office of the Partnership is 916 Wild Cherry Court, Heathrow, Florida 32746.
3. The name and address of the agent for service of process on the Partnership are JUAN C. OROZCO, 916 Wild Cherry Court, Heathrow, Florida 32746.
4. The names and business addresses of the general partners are as follows:

Orozco Holdings, Inc., a Florida Corporation
916 Wild Cherry Court
Heathrow, Florida 32746
5. The mailing address of the Partnership is 916 Wild Cherry Court, Heathrow, Florida 32746.
6. The latest date upon which the Partnership shall dissolve is December 31, 2099.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by all of the general partners of The Orozco Family Limited Partnership this 14 day of June, 2000.

GENERAL PARTNERS:



JUAN C. OROZCO, as President of Orozco Holdings, Inc., a Florida Corporation.

FILED
00 JUL 21 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned personally appeared JUAN C. OROZCO, as President of Orozco Holdings, Inc., a Florida Corporation, constituting all of the general partners of THE OROZCO FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

Juan C. Orozco \$ 1,000.00


2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

Juan C. Orozco \$ 1,100,000.00

FURTHER AFFIANT SAYETH NAUGHT.

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

GENERAL PARTNER:


JUAN C. OROZCO, as President of Orozco Holdings, Inc., a Florida Corporation.

Date: 6/14, 2000

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JUAN C. OROZCO, as President of Orozco Holdings, Inc., a Florida Corporation, (General Partner) known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contribution, and they acknowledged to me and before me that they executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of June, 2000.



Laurie L. Waldman
My Commission CC771095
Expires August 27, 2002


SIGNATURE NOTARY PUBLIC

Print Name: _____

FILED
00 JUL 21 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Orozco Family Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete performance of the duties of registered agent.

REGISTERED AGENT

By: _____


JUAN C. OROZCO

FILED
00 JUL 21 PM 3:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA