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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
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FILED
00 JUL 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

CISNEROS INVESTMENT GROUP III, LTD

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$962.50 |

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CISNEROS INVESTMENT GROUP III, LTD.**

1. The name of the limited partnership is **CISNEROS INVESTMENT GROUP III, LTD.**

2. The business address of the limited partnership is 330 Dolias Court, Coral Gables, Florida 33143.

3. The name of the registered agent of the limited partnership is Corpdirect Agents

4. The Florida street address of the registered agent of the limited partnership is:

103 North Meridian Street
Lower Level
Tallahassee, Florida 32301

5. Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as registered agent.

CORPDIRECT AGENTS

By: *Pam Wolfe*
Print Name: Pam Wolfe
Title: It's Agent @ CorpDirect

6. The mailing address of the limited partnership is 330 Dolias Court, Coral Gables, Florida 33143.

7. The latest date upon which the limited partnership is to be dissolved is December 21, 2049.

8. The name of the general partner of the limited partnership is Cisneros Capital Group, Inc., a Florida corporation. The street address of the general partner is 330 Dolias Court, Coral Gables, Florida 33143.

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WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

CISNEROS INVESTMENT GROUP I, LTD., a Florida limited partnership, and
CISNEROS INVESTMENT GROUP II, LTD., a Florida limited partnership (the
"Partnerships"), formed April 6, 2000, and May 25, 2000, respectively, do hereby grant
permission and approves the filing of the Certificate of Limited Partnership for the following
limited partnership:

CISNEROS INVESTMENT GROUP III, LTD.
a Florida limited partnership

The undersigned, being the general partner of the Partnerships, has executed this Written
Consent Granting Approval for Use of Name as of the 31 day of July, 2000.

CISNEROS CAPITAL GROUP, INC.,
a Florida corporation

By: _____

James Blanchard, President

STATE OF FLORIDA)

COUNTY OF Miami Dade)

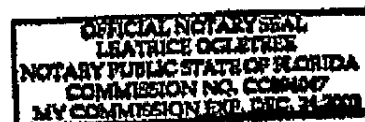
SS

IN WITNESS WHEREOF, before me appeared James Blanchard, President of
CISNEROS CAPITAL GROUP, INC., a Florida corporation, known to me or produced
Florida Driver's License as identification, and did testify that he executed the above
document for the purposes therein stated.

Notary Public

My commission expires: _____

(SEAL)



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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR CISNEROS INVESTMENT GROUP III, LTD.**

The undersigned being the sole general partner of **CISNEROS INVESTMENT GROUP III, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$-0-.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,250,000.

Executed this 31 day of July, 2000.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

CISNEROS CAPITAL GROUP, INC.,
a Florida corporation, Sole General Partner
of Cisneros Investment Group III, Ltd.

By: [Signature]

James Blanchard, President

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NO. 401

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Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and the facts stated herein are true and correct.

CISNEROS CAPITAL GROUP, INC.
a Florida corporation, Sole General Partner
of Cisneros Investment Group III, Ltd.

By: 

James Blanchard, President

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TALLAHASSEE, FLORIDA

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