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ACCOUNT NO. : 072100000032

REFERENCE : 784579 7199111

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : ~~XXXXXX~~

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DIVISION OF CORPORATIONS
00 AUG -2 PM 4: 59

ORDER DATE : August 2, 2000

140.00

ORDER TIME : 12:29 PM

ORDER NO. : 784579-010

800003344058--9

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
The Law Offices Of Seth E.
Ellis, P.a.
Suite 300
7000 West Palmetto Park Road
Boca Raton, FL 33433

DOMESTIC FILING

NAME: CUADRA ASSET MANAGEMENT, LTD.

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*****~~FILE SECOND~~*****

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CUADRA ASSET MANAGEMENT, Ltd.
a Limited Partnership**

To the Secretary of State
State of Florida

The undersigned, pursuant to Section 620.107, Florida Statutes, desiring to form a limited partnership under the law of the State of Florida hereby certify that:

1. The name of the limited partnership is. **CUADRA ASSET MANAGEMENT, Ltd., a Limited Partnership.** The mailing address and the principal place of business address is 330 Redwood Lane, Key Biscayne, Florida 33149.

2. The address of the registered office of is LAW OFFICES OF SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the name and address of the initial agent for service of process required to be maintained by Section 620.105, Florida Statutes is Seth E. Ellis, Esq.

3. The name of and the business address of each general partner are set forth below:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
CUADRA MANAGEMENT CORP., a Florida corporation	330 Redwood Lane, Key Biscayne, Florida 33149

FD00000073549

4. The limited partnership shall be a term of years partnership with its dissolution to take place on December 31, 2070, unless sooner terminated in accordance with the limited partnership agreement of the Act.

5. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) GABRIEL M. DeCUADRA, as President of CUADRA MANAGEMENT CORP., a Florida corporation, as the General Partner of CUADRA ASSET MANAGEMENT, Ltd. or (b) an authorized corporate officer, of CUADRA MANAGEMENT CORP., a Florida corporation, as General Partner of CUADRA ASSET MANAGEMENT Ltd.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7. The undersigned constitute all the general partners of the limited partnership named herein.

Signed on June 29, 2000.

CUADRA MANAGEMENT CORP.,
a Florida corporation

By: 
GABRIEL M. DeCUADRA, President

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared GABRIEL M. DeCUADRA, as President of CUADRA MANAGEMENT CORP., a Florida corporation, which is the General Partner of CUADRA ASSET MANAGEMENT, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", 330 Redwood Lane, Key Biscayne, Florida 33149, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

GABRIEL M. DeCUADRA, Trustee of the GABRIEL M. DeCUADRA REVOCABLE TRUST dated <u>June 29</u> , 2000 330 Redwood Lane Key Biscayne, Florida 33149	\$990.00
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

GABRIEL M. DeCUADRA, Trustee of the GABRIEL M. DeCUADRA REVOCABLE TRUST dated <u>June 29</u> , 2000 330 Redwood Lane Key Biscayne, Florida 33149	\$0
Total	\$0

FURTHER AFFIANT SAITH NAUGHT.

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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:

CUADRA MANAGEMENT CORP.,
a Florida corporation

By: *Gabriel M. DeCuadra*
GABRIEL M. DeCUADRA, President

Dated: June 29, 2000

The foregoing instrument was acknowledged before me this 29 day of JUNE, 2000, by GABRIEL M. DeCUADRA, as President of CUADRA MANAGEMENT CORP., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced Fl. C.C. as identification.

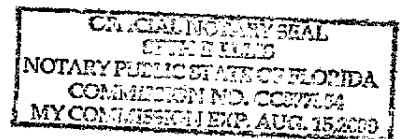
Seth E. Ellis
Notary Public, State of Florida, at Large

SETH E. ELLIS

Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
CUADRA ASSET MANAGEMENT, Ltd.**

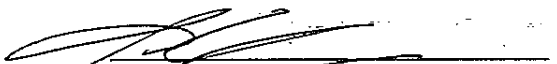
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PURSUANT TO THE PROVISIONS OF SECTION: 620.108, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Partnership is: **CUADRA ASSET MANAGEMENT Ltd.**
2. The name and address of the registered agent and office is:

SETH E. ELLIS, ESQ.
LAW OFFICES OF SETH E. ELLIS, P.A.,
2600 North Military Trail, Suite 290
Boca Raton, Florida 33431

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Seth E. Ellis, Esq., Registered Agent

6/29/00
Date