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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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((H00000060445 4))

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : JORGE GAVIRIA

Account Number : I20000000245

Phone : (305) 666-8844

Fax Number : (305) 667-7004

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NOV 17 PM 3:26
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

CUTLER LANDING LIMITED

CERTIFICATE OF LIMITED PARTNERSHIP
CUTLER LANDING LIMITED

In accordance with the provisions of Fla. Stat. §620.108, this Certificate of Limited Partnership is executed and filed by the undersigned for the purpose of forming CUTLER LANDING LIMITED as a Florida limited partnership.

1. The name of the Limited Partnership is CUTLER LANDING LIMITED.

2. Its record keeping office, as required under Fla. Stat. §620.105, and at which will be maintained the records required to be maintained under Fla. Stat. §620.106, will be 6080 SW 40 ST., Miami, Florida 33155.

The mailing address will be the same as the record keeping office address.

3. Its agent for service of process, as required to be maintained under Fla. Stat. §620.105, will be Ana L. Sigler, P.A., 9769 S. Dixie Hwy., Suite 101, Miami, Florida 33156.

4. Its sole general partner is Cutler Landing Development, Inc., with an address of 9769 S. Dixie Hwy., Suite 101, Miami, Florida 33156. *P-107517*

5. The latest date upon which the limited partnership is to dissolve is December 31, 2028.

This Certificate is executed pursuant to Fla. Stat. §620.114 by Cutler Landing Development, Inc., a Florida corporation, as the sole general partner of Cutler Landing Limited and its execution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Cutler Landing Development, Inc.

[Signature]
 Abisael Perez, President

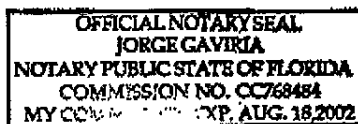
STATE OF FLORIDA

SS

COUNTY OF DADE

The foregoing instrument was acknowledged before me this October 5, 2000, by Abisael Perez, as President of Cutler Landing, Development, Inc., a Florida corporation, on behalf of the corporation. She is personally known and took an oath.

[Signature]
 Notary



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 TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

SS.

COUNTY OF DADE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

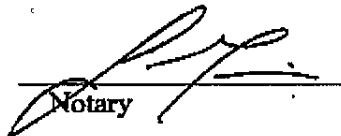
THIS DAY before me, the undersigned officer, personally appeared Abisael Perez, as President of Cutler Landing Development, Inc., the sole general partner of Cutler Landing Limited, a Florida limited partnership ("Partnership"), and who after being duly sworn, deposes and says:

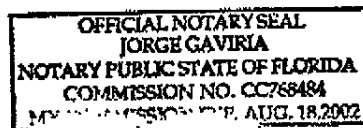
1. The amount of capital contributions made to the Partnership by the limited partners is \$30,000.00.
2. The total amount anticipated to be contributed by the limited partners is \$30,000.00.

FURTHER AFFIANT SAYETH NOT.


Abisael Perez

SWORN TO AND SUBSCRIBED before me on this 4th day of October, 2000 by Abisael Perez, as President of Cutler Landing Development, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and took an oath.


Notary

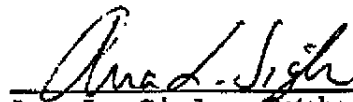


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CLERK OF DISTRICT COURT
JUDGE J. L. ALLEN
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cutler Landing Limited, a Florida Limited Partnership, "Partenrship" as designated in the Certificate of Limited Partnership, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 620.192.


Ana L. Sigler October 18, 2000
9769 S. Dixie Hwy. #101
Miami Florida 33156

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