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2101 CORPORATE BOULEVARD
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TELEPHONE (561) 998-7847
WATTS (800) 288-2925
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REPLY TO: BOCA RATON

GRAND BAY PLAZA
SUITE 420
2665 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133
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November 28, 2000

E-MAIL: CRUBIN@FLORIDATAX.COM
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Florida Dept. Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **TRUJILLO BOWERS PARTNERS, LTD.**
Our File No. 8217.003

600003483756--1
-12/01/00--01086--025
***1837.50 ***1837.50

Gentlemen:

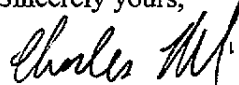
Enclosed for filing please find the following items:

- a. Certificate of Limited Partnership for the referenced Florida limited partnership;
- b. Registered Agent Acceptance;
- c. Affidavit regarding capital contributions;
- d. A check payable to Florida Department of State for \$1,837.50, for payment of filing fees, \$52.50 certified copy fee, and \$35 Registered Agent Designation fee.

Please process the Certificate and related documentation and forward the certified copy of the Certificate to my office using the enclosed return envelope.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

TRUJILLO BOWERS PARTNERS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is TRUJILLO BOWERS PARTNERS, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is 340 Isla Dorado Blvd., Coral Gables, Florida 33143.

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

TESCHER CHAVES RUBIN & FORMAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRUJILLO BOWERS MANAGEMENT, INC.
340 Isla Dorado Blvd., Coral Gables, Florida 33143.

SECTION 6
MAILING ADDRESS

P-93072

The mailing address for the limited partnership is 340 Isla Dorado Blvd., Coral Gables, Florida 33143.

SECTION 7
DATE OF DISSOLUTION

The latest date upon which the limited partnership is to dissolve is December 31, 2050.

Executed this 28 day of Nov., 2000.

TRUJILLO BOWERS MANAGEMENT,
INC., a Florida corporation, as sole General
Partner

By: Dee Trujillo Bowers
DEE TRUJILLO BOWERS, Pres.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for TRUJILLO BOWERS PARTNERS, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: Nov. 28, 2000

M & W AGENTS, INC., a Florida corporation

By: Charles Rubin
CHARLES RUBIN, Vice-President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

State of Florida

County of Miami-Dade

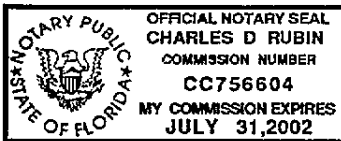
Before me, a notary public for the above-described state, came DEE TRUJILLO BOWERS, as President of TRUJILLO BOWERS MANAGEMENT, INC., a Florida corporation and general partner of TRUJILLO BOWERS PARTNERS, LTD., and on behalf of TRUJILLO BOWERS MANAGEMENT, INC. and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of TRUJILLO BOWERS PARTNERS, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of TRUJILLO BOWERS PARTNERS, LTD. to the capital of that limited partnership are \$20,000,000.

TRUJILLO BOWERS
MANAGEMENT, INC., a Florida
corporation, as sole General Partner

By: Dee Trujillo Bowers
DEE TRUJILLO BOWERS, Pres.

Sworn to and subscribed before me, this 28 day of Nov. 2000, by DEE TRUJILLO BOWERS who is personally known to me or produced _____ as identification. _____



Charles D. Rubin
Notary Public
State of Florida at large

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000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires: