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FLORIDA LIMITED PARTNERSHIP
CEMUSA MIAMI, LTD.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2001

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Cemusa Miami, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd", or "Limited Partnership")
2. c/o Fernando Margari 1221 Brickell Ave. Miami, Florida 33131
(Business address of Limited Partnership)
3. Corpdirect Agents
(Name of Registered Agent for Service of Process)
4. 103 N. Meridian St. Lower Level Tallahassee, Florida 32301
(Florida street address for Registered Agent)
5. Pam Wolfe
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
Pam Wolfe - It's Agent
6. Francisco Sanchez 24 Madrid, Spain 28034
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: April 1, 2016

8. Name(s) of general partner(s): Street address:

Cemusa Corporación Europea de Mobiliario
Urbano, S.A.

Francisco Sanchez 24
Madrid, Spain 28034

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of April, 2001.

Signature of the general partner:

CORPORACION EUROPEA DE MOBILIARIO URBANO, INC.

By: Antonio P. Lorente
Print Name: Antonio Lorente
Title: Chief Executive Officer

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Cemusa Miami, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partner is

\$ 100

The total amount contributed and anticipated to be contributed by the limited partner at this time totals

\$ 100

Signed this 18th day of April, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signature of the general partner:

CORPORACION EUROPEA DE MOBILIARIO URBANO, S.A.

By: Antonio P. Lorente

Print Name: Antonio Lorente

Title: Chief Executive Officer

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