

LAW OFFICES  
**PURCELL, FLANAGAN & HAY, P.A.**

1548 LANCASTER TERRACE  
JACKSONVILLE, FL 32204

MAILING ADDRESS:  
POST OFFICE BOX 40749  
JACKSONVILLE, FL 32203

THOMAS K. PURCELL  
TIMOTHY L. FLANAGAN  
JONATHAN L. HAY  
HARRIS L. BONNETTE, JR.  
CLARENCE F. FRAZIER  
JOHN I. FISHBURNE, III  
LINDA R. WICKER

TELEPHONE  
(904) 355-0355  
TELECOPIER  
(904) 355-0820  
WEBSITE: WWW.JAXTAXLAW.COM

EMAIL  
JFISHBURNE@JAXTAXLAW.COM

April 30, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

*A01000000632*

Re: **de Hechavarria, Ltd.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions of de Hechavarria, Ltd., with Certificate Designating Registered Office and Registered Agent.

Please file the original of the Certificate and Affidavit, and return the copy to me stamped "filed." Enclosed is our check in the amount of \$1,785.00 computed as follows:

Filing Fee .....	\$1,750.00
Registered Agent Fee .....	35.00
TOTAL .....	<u>\$1,785.00</u>

Please feel free to call if you have any questions.

Very truly yours,

*Jack Fishburne*  
Jack Fishburne

300004132603--1  
-05/03/01 -01010--008  
\*\*\*1785.00 \*\*\*1785.00

JIF/  
Enclosures

FILED  
2001 MAY -2 AM 10:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**OF**

**DE HECHAVARRIA, LTD.**

The undersigned general partner files this Certificate of Limited Partnership of DE HECHAVARRIA, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is DE HECHAVARRIA, LTD.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** 8229 Shade Tree Court, Jacksonville, Florida 32256.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:** JOAN N. DE HECHAVARRIA whose business address is 8229 Shade Tree Court, Jacksonville, Florida 32256.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
de Hechavarria Management, Inc. 101-38889	8229 Shade Tree Court Jacksonville, Florida 32256

5. **THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE:**  
When this Certificate is filed with the Secretary of State.

6. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December, 2050.

7. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$10,000,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$50,000,000. The total amount anticipated to be contributed by the limited partners is \$60,000,000.

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

a. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

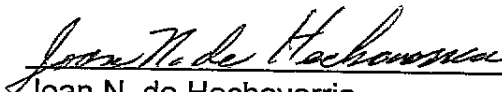
a. The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

b. The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

c. If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 25<sup>th</sup> of April, 2001.

DE HECHAVARRIA MANAGEMENT, INC.,  
General Partner

  
Joan N. de Hechavarria  
Its: President

FILED  
2001 MAY -2 AM 10:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

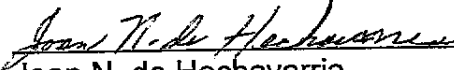
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

**de Hechavarria, Ltd.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **Joan N. de Hechavarria** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8229 Shade Tree Court, Jacksonville, Florida 32256.

DATED this 28 day of April, 2001.

DE HECHAVARRIA MANAGEMENT,  
INC.,  
General Partner

  
Joan N. de Hechavarria  
President

Having been named as registered agent 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 provisions 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.

DATED this 28 day of April, 2001.

  
Joan N. de Hechavarria

FILED  
2001 MAY -2 AM 10:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA