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FERNANDO J. PORTUONDO, P.A.

• ATTORNEY AT LAW •

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MJM

May 22, 2001

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******157.50 ****157.50**

Florida Department of State
Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, FL 32314

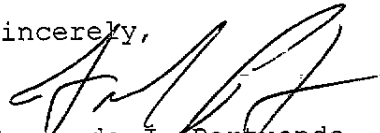
5/24

RE: C&L Stone, LTD.

Dear Sir/Madam: _

Enclosed please find a Certificate of Limited Partnership, Affidavit of Capital Contributions, and Acceptance of Registered Agent, for the above-referenced limited partnership. Also, enclosed please find our check for \$157.50 representing the filing fee of \$70.00 based on the \$10,000.00 capital contribution, \$35.00 for registered agent registration fee, and \$52.50 for certified copies. Please send certified copies of the filed documents in the enclosed self-address envelope. Thank you for your time and attention.

Sincerely,



Fernando J. Portuondo, Esq.

01 MAY 24 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF LIMITED PARTNERSHIP

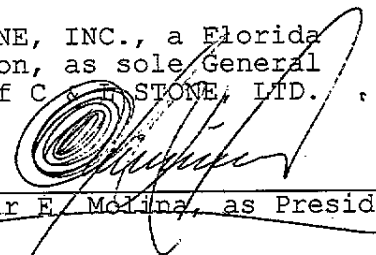
The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is C & L STONE, LTD.
2. **Agent for Service of Process.** The address of the office and the name and address of the agent for service of process in Florida, as required by Section 620.105, F.S., is Fernando, J. Portuondo, Esq., Fernando J. Portuondo, P.A., 3211 Ponce De Leon Blvd., Suite 201, Coral Gables, FL 33134.
3. **Name and Business Address of General Partner.** The name and business address of each General Partner is:

C & L STONE COMPANY, a Florida corporation.
8070 NW 66 Street
Miami, FL 33166
P01-48827
4. **Mailing Address for Limited Partnership.** The mailing address for the Limited Partnership is 8070 NW 66 Street, Miami, FL 33166.
5. **Date of Dissolution.** The latest date upon which the Limited Partnership is to dissolve is December 31, 2025.

Dated: May 18th, 2001.
Miami, Florida.

C & L STONE, INC., a Florida corporation, as sole General Partner of C & L STONE, LTD.

By: 
Cesar E. Molina, as President.

This Instrument prepared by:
Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
3211 Ponce De Leon Blvd., Suite 201
Coral Gables, FL 33134
(305) 567-9953

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 24 PM 5:28

FILED

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF
C & L STONE, LTD.

The undersigned, having been named to accept service of process on behalf of the above-stated Limited Partnership pursuant to 620.105, F.S., does hereby agree to accept the designation as registered agent.



FERNANDO J. PORTUONDO, ESQ.
3211 Ponce De Leon Blvd
Suite 201
Coral Gables, FL 33134

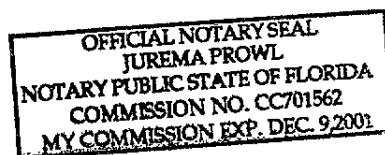
Dated: May 13th, 2001.

STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

SWORN AND SUBSCRIBED before me this 18th day of May, 2001, by Fernando J. Portuondo, Esq., who is personally known to me or produced as identification.



NOTARY PUBLIC
State of Florida
My Commission Expires:



This Instrument prepared by:
Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
3211 Ponce De Leon Blvd., Suite 201
Coral Gables Fl 33134
(305) 567-9953

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, the General Partner of C & L STONE, LTD., a Florida limited partnership, declares, pursuant to section 620.108, F.S., that the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is:

1. Amount of the capital contributions of the limited partners is:

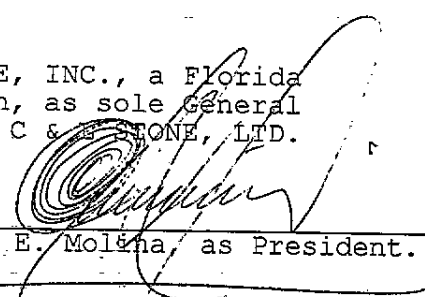
<u>Name of Limited Partner</u>	<u>Amount of Capital Contribution</u>
CESAR E. MOLINA	\$10,000.00
LUIS C. TABORDA	\$0.00

2. The amount anticipated to be contributed by the limited partners is:

<u>Name of Limited Partner</u>	<u>Amount of Capital Contribution</u>
CESAR E. MOLINA	\$0.00
LUIS C. TABORDA	\$0.00

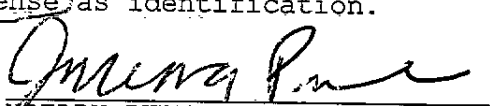
Dated: May 18th, 2001.
Miami, Florida.

C & L STONE, INC., a Florida corporation, as sole General Partner of C & L STONE, LTD.

By: 
Cesar E. Molina, as President.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Sworn to and subscribed before me this 18th day of May, 2001, by Cesar E. Molina, as President of C & L Stone, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced a Florida Driver's License as identification.


NOTARY PUBLIC
My Commission Expires:

This Instrument prepared by:
Fernando J. Portuondo, Esq.
Fernando J. Portuondo, P.A.
3211 Ponce De Leon Blvd., Suite 201
Coral Gables, FL 33134
(305) 567-9953

OFFICIAL NOTARY SEAL
JUREMA PROWL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC701562
MY COMMISSION EXP. DEC. 9 2001