

A01000001530

Mercedes Padin
(305) 933-5601
padinm@bipc.com

November 6, 2001

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

900004673359--9
-11/08/01--01086--001
****218.75 ****140.00

Re: Limited Partnership Agreement

Gentlemen:

Please find enclosed, for filing with the State of Florida the following fees along with a check in the amount of \$218.75, as designated below:

1. Articles of Incorporation

| | |
|-------------------------------|----------|
| Filing Fee: | \$35.00 |
| Registered Agent Designation: | \$35.00 |
| Certified Copy: | \$ 8.75 |
| Total: | \$ 78.75 |

2. Certificate of Limited Partnership

| | |
|-------------------------------|----------|
| Filing Fee: | \$52.50 |
| Registered Agent Designation: | \$35.00 |
| Certified Copy: | \$52.50 |
| Total: | \$140.00 |

3. Affidavit of Capital Contributions for Florida Limited Partnership

4. Unanimous Written Consent.

A self addressed stamped envelope is enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Mercedes Padin

MP:dln
Enclosures

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2001 NOV -8 PM 10:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

PADIN FAMILY LIMITED PARTNERSHIP

The undersigned individual, being either the general partner or other authorized representative of the general partner presents this Certificate of Limited Partnership to the Florida Secretary of State for the formation of a limited partnership under the laws of the State of Florida.

ARTICLE I

NAME;

**CONVERSION FROM PARTNERSHIP TO LIMITED PARTNERSHIP;
FORMER NAME:**

The name of the Limited Partnership is Padin Family Limited Partnership. The Partnership is, effective as of the filing of this Certificate, converted to a limited partnership from a general partnership. The former name of the Partnership was the Padin Family Partnership.

ARTICLE II

CONVERSION APPROVAL

All partners of the Padin Family Partnership have, by unanimous written consent, approved the conversion to a limited partnership, with such conversion to take effect upon the filing of this Certificate

ARTICLE III

BUSINESS ADDRESS:

The business address of the Limited Partnership is 100 S.E. Second Street, Suite 2100, Miami, Florida 33131.

ARTICLE IV

REGISTERED AGENT

The registered agent's name and address is Mercedes Padin, with an address at 100 S.E. Second Street, Suite 2100, Miami, Florida 33131.

ARTICLE V

DISSOLUTION DATE

The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2051.

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& ALLIANCE, FLORIDA

**ARTICLE V
GENERAL PARTNER**

Name of the sole general partner:

Street Address:

Padin Family Investments, Inc. a
Florida corporation

100 S.E. Second Street, Suite 2100
Miami, FL 33131

701-108491

Under penalties 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 25th day of October, 2001.

Signatures of the sole general partner:

Padin Family Investments, Inc. a Florida
corporation

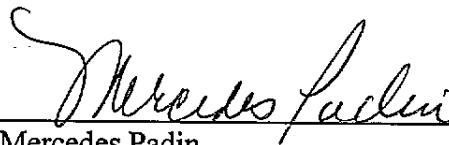
By: 
Name: Mercedes Padin, as President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and 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. If further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 10/25/01


Mercedes Padin

**UNANIMOUS WRITTEN CONSENT OF ALL OF THE PARTNERS OF
PADIN FAMILY PARTNERSHIP**

THE UNDERSIGNED, being all of the partners of the Padin Family Partnership, a partnership created under Florida law, hereby unanimously approve the following action, with the same effect as if such action had been taken at a duly called meeting of the Partnership:

RESOLVED, that the Partnership take all action necessary or appropriate to convert the Partnership from a general partnership to a Florida Limited Partnership and that Padin Family Investments, Inc., a Florida corporation, be named as the general partner of the limited partnership; and

RESOLVED, that Padin Family Investments, Inc. file a Certificate of Limited Partnership of the Padin Family Limited Partnership as required by Florida law, with such Certificate to contain the former name of the partnership, a statement or statements confirming the unanimous consent of all partners to the conversion, and further confirming that the effective date of the conversion shall be the date of the filing of the Certificate of Limited Partnership of the Padin Family Limited Partnership; and

IN WITNESS WHEREOF, the undersigned partners have executed this Unanimous Written consent as of the 20th day of September, 2001.


Mercedes Padin


Joshua M. Stein


Estela Padin


Julio Padin

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PADIN FAMILY INVESTMENTS, INC.
CORPORATIONS
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The Undersigned, Padin Family Investments, Inc., a Florida corporation, which is the general partner of Padin Family Limited Partnership, a Florida limited partnership, by and through its authorized representative, certifies as follows:

The amount of capital contributions to date of the limited partners is \$500.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500.00.

Signed this 25th day of October, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties 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.

Padin Family Investments, Inc.

By: *Mercedes Padin*
Mercedes Padin, as President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

State of Florida)
): ss
County of Dade)

The foregoing instrument was acknowledged before me this 25 day of October, 2001, by Mercedes Padin, as President of Padin Family Investments, Inc., a Florida corporation, the sole General Partner of Padin Family Limited Partnership. She is personally known to me or has produced N/A. as identification.

Deborah L. Martinez
Notary Public
Print Name: _____

Date of Expiration: _____

