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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

NMBP ASSOCIATES, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NMBP ASSOCIATES, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **NMBP ASSOCIATES, LTD.**

2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

1450 Madruga Avenue
Suite 303
Coral Gables, FL 33146

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Linda Ebin, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue
Suite 301
Miami, Florida 33130

3. The name and the business address of the sole general partner is:

Name:

NMBP CORP.

PO2-446666

This Instrument Prepared by:
Linda Ebin, Esq.
Florida Bar No. 0318590
Cobb & Ebin P.A.
1399 SW First Avenue
Suite 301
Miami, FL 33130
(305) 377-0223

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TALLAHASSEE FLORIDA

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Address:

1450 Madruga Avenue
Suite 303
Coral Gables, FL 33146

4. The mailing address for the Partnership is:

1450 Madruga Avenue
Suite 303
Coral Gables, FL 33146

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until January 1, 2050 unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 2nd day of April, 2002.

General Partner:

Witnesses:

Linda Ebin
Print Name: LINDA EBIN

NMBP CORP.

Virginia Chinea
Print Name: Virginia Chinea

By: *Eugenio Cosculluela, Jr.*
Eugenio Cosculluela, Jr., President

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing Certificate of Limited Partnership for NMBP ASSOCIATES, LTD. was acknowledged before me this 24th day of April, 2002 by EUGENIO COSCULLUELA, JR. who is personally known to me or has produced _____ as identification, as President of NMBP CORP., a Florida corporation on behalf of the corporation as general partner of NMBP Associates, Ltd.

Virginia Chinea
NOTARY PUBLIC, State of Florida
at Large



Virginia Chinea
My Commission CC242208
Expires June 06, 2004

Print, Type or Stamp Name _____
Commission No. _____
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Linda Ebin
LINDA EBIN

Dated: April 24, 2002

AFFIDAVIT

STATE OF FLORIDA)
)SS
COUNTY MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared EUGENIO COSCULLUELA, JR., as President of NMBP CORP., a Florida corporation, the general partner of NMBP ASSOCIATES, LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:


1. Affiant is the duly appointed authorized President of NMBP CORP., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name NMBP ASSOCIATES, LTD.
3. The capital contribution and anticipated capital of the initial limited partners is \$2,750,000.00.
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Eugenio Cosculluela, Jr.
EUGENIO COSCULLUELA, JR.

The foregoing Affidavit for NMBP ASSOCIATES, LTD. was acknowledged before me this 24th day of April, 2002, by EUGENIO COSCULLUELA, JR, who is personally known to me or has produced _____ as identification, as President of NMBP CORP., a Florida corporation on behalf of the corporation as general partner of NMBP ASSOCIATES, LTD.

Virginia Chinea
NOTARY PUBLIC, State of Florida
at Large

(Print, Type or Stamp Name)  Virginia Chinea
My Commission CC942268
Expires June 06, 2004

Commission No. _____
My commission expires: _____