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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA LIMITED PARTNERSHIP**1225 CONVERSION, LTD.**

RECEIVED
02 SEP -5 AM 9:31
DIVISION OF CORPORATION
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02 SEP -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$236.25

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FILED
02 SEP -5 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDACERTIFICATE OF LIMITED PARTNERSHIP
OF1225 CONVERSION, LTD.,
a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is 1225 Conversion, Ltd. (hereafter the "Partnership").

2. The address of the office of the Partnership is 1 NE. 1st Street - Suite 700, Miami, FL 33132.

3. The name and address of the agent for service of process of the Partnership is Wendi R. Rosen, Esq., 48 East Flagler Street - Suite 368, Miami, FL 33131.

4. The name and address of the General Partner are as follows: 1225, Inc., a Florida corporation, 1 NE. 1st Street - Suite 700, Miami, FL 33132.

PO2-94343

5. The mailing address of the Partnership is 1 NE. 1st Street - Suite 700, Miami, FL 33132.

6. The latest date upon which the Partnership will dissolve is September 3, 2025.

7. A conveyance or encumbrance of real property held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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CAPITAL CONNECTION

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09/05 '02 07:38 NO.794 03/05

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has
been executed by the General Partner of 1225 Conversion, Ltd. this 4
day of September, 2002.

1225, Inc., General Partner

By:



Beatrix Blue, as President

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CAPITAL CONNECTION

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for 1225 Conversion, Ltd, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


Wendi R. Rosen, Registered Agent

Dated: 9/4/02

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Beatriz Blue, the President of 1225, Inc., a Florida corporation, the sole General Partner of 1225 Conversion, Ltd, a Florida limited partnership, (hereafter the "Partnership", who upon being duly sworn, certified as follows:

1. The amount of capital contributions of the Limited Partners to date is \$ 5,000.00.
2. The total amount of capital contributed and anticipated to be contributed by the Limited Partners at this time is \$20,000.00.

FURTHER YOUR AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing, and the facts stated are true and correct.

Dated this 4 day of September, 2002.

1225, Inc., General Partner

By: Beatriz Blue

Beatriz Blue, its President

STATE OF FLORIDA)

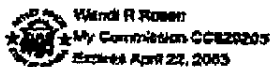
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of September, 2002 by Beatriz Blue, as President of 1225, Inc., a Florida corporation, the General Partner of 1225 Conversion, Ltd, who is personally known to me or who produced _____ as identification, and who did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA

Wendi R. Rosen

My commission expires:



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