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**LESLIE ALAN ROZENCWAIG, P.A.**

SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

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MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG  
ROSARIO FERRERO - CARR

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E-MAIL: BIZLITLAW@aol.com

December 26, 2002

FEDEX AIRBILL NO. 8337 1296 8085

PERSONAL AND CONFIDENTIAL

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Our Client File Number 1036(d)

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Certificate of Limited Partnership of the Mnaymneh Family Limited Partnership a Florida Limited Partnership and a check in the amount of One Thousand Seven Hundred Eighty-Five Dollars (\$1,785) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

LESLIE ALAN ROZENCWAIG, ESQ.

For the Firm

LAR/cg  
Enclosures

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AND  
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**CERTIFICATE OF LIMITED PARTNERSHIP OF THE  
MNAYMNEH FAMILY LIMITED PARTNERSHIP  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MNAYMNEH FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is:  
1001 Brickell Bay Dr., 27 Floor, Miami, FL 33131.

3. The address of the agent for service of process of the Partnership is: Leslie Alan Rozencwaig, P.A., One S.E. Third Avenue, Suite 960, Miami, Florida 33131 and the name of the initial registered agent is Leslie Alan Rozencwaig, Esq.

4. The name and business address of the General Partner are: MNAYMNEH FAMILY HOLDINGS, L.C., 1001 Brickell Bay Dr., 27 Floor, Miami, FL 33131.  
L 0200033634

5. The mailing address of the Partnership is:  
1001 Brickell Bay Dr., 27 Floor, Miami, FL 33131

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2052, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by SAMI MNAYMNEH, a Managing Member of MNAYMNEH FAMILY HOLDINGS, L.C., the General Partner of the MNAYMNEH FAMILY LIMITED PARTNERSHIP, this 13 day of December, 2002.

MNAYMNEH FAMILY LIMITED PARTNERSHIP

By: \_\_\_\_\_

SAMI MNAYMNEH, Managing Member of  
MNAYMNEH FAMILY HOLDINGS, L.C.,  
General Partner

AND  
FILE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA       )  
                                      )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned, an Officer of the general partner of MNAYMNEH FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals One Million Nine hundred thousand Dollars (\$ 1,900,000 ).

This 18 day of December, 2002.

FURTHER AFFIANT SAYETH NAUGHT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MNAYMNEH FAMILY LIMITED PARTNERSHIP

By: [Signature]

SAMI MNAYMNEH, Managing Member of  
MNAYMNEH FAMILY HOLDINGS, L.C.  
General Partner

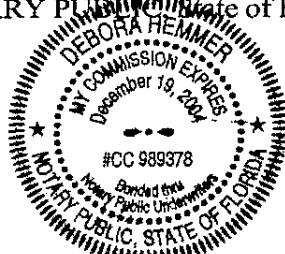
STATE OF FLORIDA       )  
                                      )ss:  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared SAMI MNAYMNEH, personally known to me or who has produced Personally known (type of identification) and has acknowledged before me that said person executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath.

WITNESS my hand and official seal at said County and State, this 18 day of December, 2002.

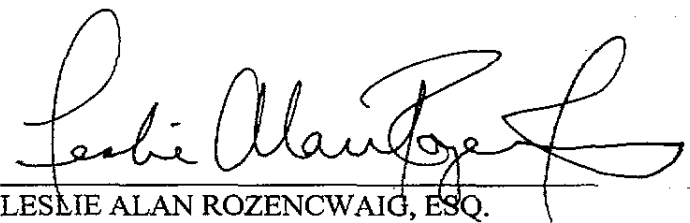
Deborah Hemmer  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for MNAYMNEH FAMILY LIMITED PARTNERSHIP, 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 the registered agent.

By:   
LESLIE ALAN ROZENCWAIG, ESQ.

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