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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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DIVISION OF CORPORATION

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**FLORIDA LIMITED PARTNERSHIP**

mdm retail, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MDM RETAIL, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is MDM Retail, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

9090 South Dadeland Boulevard  
Miami, Florida 33156.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, is:

Marshall R. Pasternack, P.A.  
200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131.

4. The name and business address of the sole general partner of the Limited Partnership is:

MDM II, LLC 603-10474  
9090 South Dadeland Boulevard  
Miami, Florida 33156.

5. The mailing address for the Limited Partnership is:

9090 South Dadeland Boulevard  
Miami, Florida 33156.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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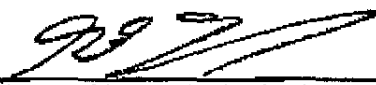
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~IN WITNESS WHEREOF, this Certificate of Limited Partnership has been~~  
executed in the name and on behalf of the sole general partner of the Limited Partnership  
as of the 26<sup>th</sup> day of March, 2003.

MDM II, LLC, a Florida limited liability  
company


By:   
Ricardo Glas, as Authorized  
Representative

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, as President and on behalf of Marshall R. Pasternack, P.A., a Florida professional service corporation (the "Corporation"), which has been designated as registered agent for MDM Retail, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership, hereby agree that the Corporation will accept service of process for and on behalf of the Limited Partnership, and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: March 26, 2003.

MARSHALL R. PASTERNAK,  
P.A., a Florida professional service  
corporation, as Registered Agent

By:   
Marshall R. Pasternack,  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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


BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Ricardo Glas, as Authorized Representative of the member of MDM II, LLC, a Florida limited liability company (the "Company"), which Company is the sole general partner of MDM Retail, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Company:

1. Affiant is the President and duly authorized to act on behalf of the Company, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1,000.00 of the total amount of \$1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. 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 has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.


FURTHER AFFIANT SAYS NAUGHT.

  
\_\_\_\_\_  
Ricardo Glas, as Authorized  
Representative of MDM II, LLC

26 THE FOREGOING INSTRUMENT was sworn to and subscribed before me this day of March, 2003, by Ricardo Glas, as Authorized Representative of the member of MDM II, LLC, a Florida limited liability company, on behalf of such company. Such individual is personally known to me and did take an oath.

My Commission Expires:



  
Print Name: Angela Abarraga  
NOTARY PUBLIC, State of Florida  
Serial No., if any: CC046200