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(City/State/Zip/Phone #)

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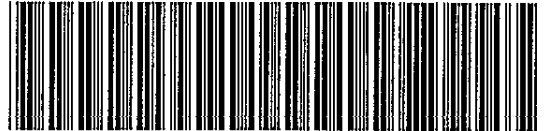
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TALLAHASSEE, FLORIDA

03 MAR 27 AM 10:36

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FIELDSTONE LESTER SHEAR & DENBERG
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*ADMITTED IN NEW YORK
AND NEW JERSEY ONLY

SUNTRUST PLAZA
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E-MAIL: LEE@flsdlaw.com

OF COUNSEL:

ROBERT E. DADY, P.A.
LEE J. OSIASON, P.A.**

**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

March 25, 2003

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

Re: **MOUNTAIN HOUSE, LLC**
185 OCEANVIEW DRIVE, LLC
VECIN FAMILY MANAGEMENT, LLC
VECIN FAMILY HOLDINGS, LTD.

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03 MAR 27 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I am enclosing herewith the following documents and one check payable to the Florida Secretary of State for the combined stated filing fees of \$2,302.50, which entities should be formed in the following order:

1. Articles of Organization of the following 3 LLCs:

MOUNTAIN HOUSE, LLC
185 OCEANVIEW DRIVE, LLC
VECIN FAMILY MANAGEMENT, LLC

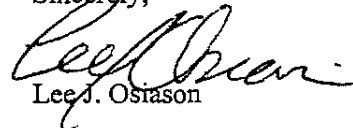
Filing fees	\$ 300.00
Registered Agent Fees	\$ 75.00
Certified copy	<u>\$ 90.00</u>
Total	\$ 465.00

2. Certificate of Limited Partnership and Affidavit of Capital Contribution of **VECIN FAMILY HOLDINGS, LTD.**

Filing fee	\$1,750.00
Registered Agent Fee	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$1,837.50

If you should have any questions please call me at (305) 357-1001 or cell phone (305) 978-7980.


Sincerely,


Lee J. Ostason

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
VECIN FAMILY HOLDINGS, LTD.**

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF VECIN FAMILY HOLDINGS, LTD. (the "Partnership"), is being executed by the undersigned for the purpose of forming a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986).

1. The name of the Limited Partnership is **VECIN FAMILY HOLDINGS, LTD.**

 2. The address of the registered office of the Partnership is 6061 SW 102 Street, Miami, FL 33156. The Partnership's registered agent at that address is LAZARO VECIN and signs here to accept the designation as registered agent for service of process for the partnership:
- 
LAZARO VECIN
3. The name and business address of the Partnership's general partner is **VECIN FAMILY MANAGEMENT, LLC, 6061 SW 102 Street, Miami, FL 33156**

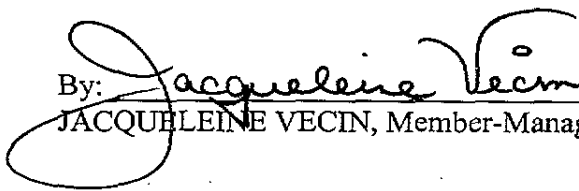
 4. The mailing address and principal place of business for the Partnership is: 6061 SW 102 Street, Miami, FL 33156.

 5. The latest date upon which the Partnership is to dissolve is December 31, 2060.

Under penalties of perjury, the undersigned sole general partner of the Partnership declares that it has read the foregoing and that the facts alleged are true and correct to the best of its knowledge and belief on March 25, 2003.

VECIN FAMILY MANAGEMENT, LLC, a
Florida limited liability company

By: 
LAZARO VECIN, Member-Manager

By: 
JACQUELEINE VECIN, Member-Manager

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**GENERAL PARTNER'S AFFIDAVIT
OF CAPITAL CONTRIBUTIONS FOR
VECIN FAMILY HOLDINGS, LTD.**

VECIN FAMILY MANAGEMENT, LLC, a Florida limited liability company, the sole general partner of VECIN FAMILY HOLDINGS, LTD. (the "Partnership"), certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, two hundred fifty thousand and No/100 (\$250,000.00) Dollars.
2. At this time, it is anticipated that no additional capital contributions will be made by the limited partners.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true and correct to the best of my knowledge and belief as of March 25, 2003.

GENERAL PARTNER:

VECIN FAMILY MANAGEMENT, LLC, a
Florida limited liability company

By: *Lauro Vecin*
LAZARO VECIN, Member-Manager

By: *Jacqueline Vecin*
JACQUELEINE VECIN, Member-Manager

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