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# ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. & T.C.)  
IVETTE HALPHEN LEON (FL. & FED.)  
GEOFFREY DAVID ITTLEMAN (FL. & FED.)

REPLY TO: X 2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

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GLENN J. HOLZBERG (FL.)\*

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TEL. (305) 273-9600

4551 PONCE DE LEON BLVD  
CORAL GABLES, FLORIDA 33146

July 24, 2003

FEDERAL EXPRESS

Ms. Tammy Klein  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

03 JUL 25 AM 10:27  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

**Re: Kendall Real Estate Investments, Inc. and Kendall Real Estate Investments, Ltd.**

Dear Ms. Klein:

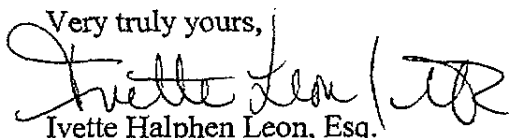
Enclosed please find the Articles of Incorporation and Certificate of Limited Partnership of the above-reference entities. Please process these papers as quickly as possible.

Please provide us with a certificate of Good Standing for the limited partnership and the corporation with the new names and evidence of the filing of the enclosed documents by fax at (305) 221-5321. PLEASE SEND ME THE ORIGINALS FEDERAL EXPRESS FOR MONDAY MORNING DELIVERY - I HAVE A CLOSING ON MONDAY.

We have enclosed a check in the amount of \$78.75 and a check in the amount of \$150.50 for the filing fee for both entities. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,

  
Ivette Halphen Leon, Esq.

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KENDALL REAL ESTATE INVESTMENTS, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,  
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

KENDALL REAL ESTATE INVESTMENTS, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&P Registered Agent, Inc.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

Kendall Real Estate Investments, Inc. ✓  
2460 S.W. 137th Avenue, Suite 238  
Miami, Florida 33175

POB-81900

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Kendall Real Estate Investments, Ltd.  
c/o A&P Registered Agent, Inc.  
2450 S.W. 137th Avenue, Suite 221  
Miami, Florida 33175

*Document Prepared By:*  
*Ivette Halphen Leon, Esq.*  
*Florida Bar No.: 981834*  
*Alayon & Associates, P.A.*  
*2450 S.W. 137th Avenue, Suite 221*  
*Miami, Florida 33175*  
*(305) 221-2110*

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DIVISION OF CORPORATE  
REGISTRATION

5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

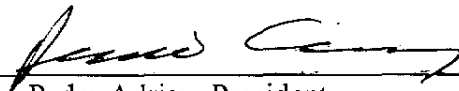
Kendall Real Estate Investments, Ltd.  
c/o Kendall Real Estate Investments, Inc.  
2460 S.W. 137th Avenue, Suite 238  
Miami, Florida 33175

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is July 25, 2053.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 24<sup>th</sup> day of July, 2003.

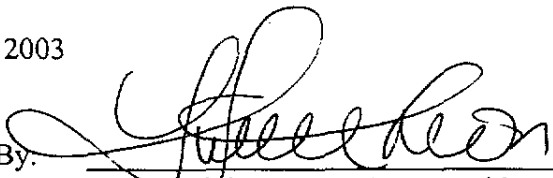
Kendall Real Estate Investments, Inc.

By:   
Pedro Adrian, President

**ACCEPTANCE**

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for Kendall Real Estate Investments, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 24<sup>th</sup> day of July, 2003

By:   
Ivette Halphen Leon, Esq., President  
A&P Registered Agent, Inc.

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**AFFIDAVIT**

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

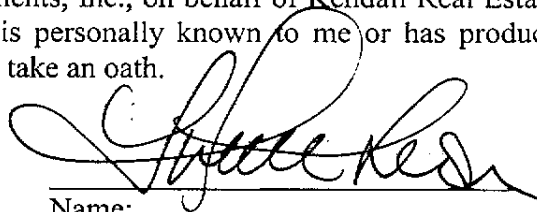
The undersigned General Partner of Kendall Real Estate Investments, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is not yet known or zero dollars (\$0).

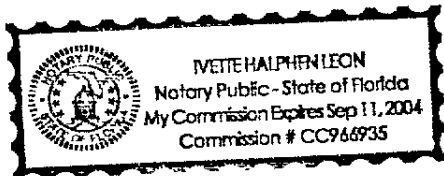
Kendall Real Estate Investments, Inc.

By:   
PEDRO ADRIAN, President

The foregoing instrument was subscribed and sworn to before me by PEDRO ADRIAN, President of Kendall Real Estate Investments, Inc., on behalf of Kendall Real Estate Investments, Ltd. this 24<sup>th</sup> day of July, 2003. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.

  
Name:  
Notary Public  
State of Florida at Large

My Commission Expires:



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DIVISION OF CORPORATIONS  
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