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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

GARY S. BROOKS, ESQ. (FL. & FED.)*
GLENN J. HOLZBERG (FL.)*

*OF COUNSEL

10723 S.W. 104TH STREET
MIAMI, FLORIDA 33176
TEL. (305) 273-9600

4551 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33146

January 13, 2004

FEDERAL EXPRESS

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

Re: Various Entities

Dear Gretchen:

Enclosed please find articles for the following entities:

1. Ponce De Leon Investments II, Inc.
2. Ponce De Leon Investments II, Ltd.
3. Ponce De Leon Investments III, Inc.
4. Ponce De Leon Investments III, Ltd.

Also enclosed is our check in the amount of \$407.50. Please process these papers as quickly as possible.

Please provide us with a certificate of Good Standing for the limited partnership and the corporations 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 NEXT DAY DELIVERY - I HAVE A CLOSING ON THURSDAY.

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

Very truly yours,

Gretel Rodriguez

Enclosure

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PONCE DE LEON INVESTMENTS III, 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:

PONCE DE LEON INVESTMENTS III, 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. 137th Avenue
Suite 221
Miami, Florida 33175

3. **GENERAL PARTNER.**

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

Ponce De Leon Investments III, Inc. ✓
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

PO4000009721

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Ponce De Leon Investments III, Ltd.
c/o Ponce De Leon Investments III, 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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5. **PRINCIPAL BUSINESS ADDRESS.**

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

Ponce De Leon Investments III, Ltd.
c/o Ponce De Leon Investments III, Inc.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is January 9,
2054.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 13th day of January, 2004.

Ponce De Leon Investments III, Inc.

By: 

Richard A. Alayon, President

ACCEPTANCE

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

Executed this 13th day of January, 2004.

By: 

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

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AFFIDAVIT

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

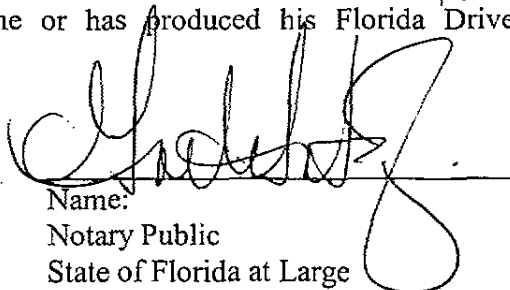
The undersigned General Partner of Ponce De Leon Investments III, Ltd. (the "Limited Partnership"), being duly sworn, deposes and says:

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).

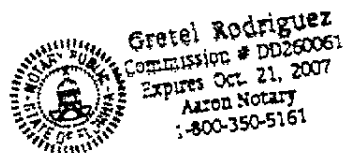
Ponce De Leon Investments III, Inc.

By: 
Richard A. Alayon, Esq., President

The foregoing instrument was subscribed and sworn to before me by RICHARD A. ALAYON, ESQ., President of Ponce De Leon Investments III, Inc., this 13th day of January, 2004. 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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