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## FLORIDA LIMITED PARTNERSHIP

MIAMIMEX, LTD

Certificate of Status	0
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**CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP**

**OF**

**MIAMIMEX, LTD.**

a Florida Limited Partnership

**THE UNDERSIGNED**, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

**ARTICLE 1.**

The name under which the Limited Partnership is to be conducted is MIAMIMEX, LTD.

**ARTICLE 2.**

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

**ARTICLE 3.**

The address of the office and the mailing address of the Limited Partnership shall be:

201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

**ARTICLE 4.**

The name and address of the registered agent for service of process for the Limited Partnership shall be:

Manuel M. Arvesu, Esq.  
201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

**ARTICLE 5.**

The partnership shall commence on the date this Certificate is filed with the office

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office of the Secretary of State, State of Florida and shall terminate on December 10, 2010 or upon such time as the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

## 6.

## ARTICLE

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

✓ PD3-132025  
MiamiMex, Inc.  
201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 7th day of January, 2004.

## GENERAL PARTNER:

MiamiMex, Inc. a Florida corporation

BY:

*Simon Masri*  
Simon Masri Askenazi, President

## REGISTERED AGENT:

*Manuel M. Arvasu*  
Manuel M. Arvasu, Esq.

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE)

Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

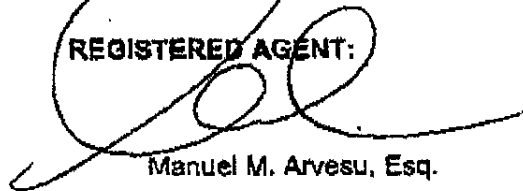
GENERAL PARTNER:

MiamiMax, Inc., a Florida corporation

BY: 

Simon Masri Askenazi, President

REGISTERED AGENT:

  
Manuel M. Arvesu, Esq.

SWORN TO AND SUBSCRIBED before me on this 7th day of January, 2004.

  
Notary Public

Identification produced: *personally known*

My commission expires:



Maria E. Figueredo  
MY COMMISSION # 00021721 EXPIRES  
May 14, 2005  
BONDED 100,000 FAIN INSURANCE, INC.

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**AFFIDAVIT OF CAPITAL CONTRIBUTION**

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Simon Masri Askenazi**, as President of **MiamiMex, Inc.**, a Florida corporation (hereinafter referred to as the "General Partner") (hereinafter the General Partner and the limited partners shall be collectively referred to as the "Partners"), who after being duly sworn according to law, deposes and states as follows:

1. The Partners have formed a Limited Partnership known as **MiamiMex, Ltd.**
2. The aggregate amount of the capital contribution of the Limited Partners to the Limited Partnership is Fifty Thousand (\$50,000.00) Dollars (the "Capital Contribution"). The Limited Partners do not anticipate any additional amount to be contributed by them.
3. Each Limited Partner has contributed to the Limited Partnership in cash its Capital Contribution according to the percentage ownership interest of each Limited Partner as delineated in the Agreement of Limited Partnership.

**MIAMIMEX, INC.**  
a Florida Corporation

BY:

*Simon Masri*  
**Simon Masri Askenazi, President**

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Simon Masri Askenazi**, as President of **MiamiMex, Inc.**, a Florida corporation to me personally known to be the person described in or who produced Personal Knowledge identification and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 7th day of January, 2004.

NOTARY PUBLIC,

*Mario E. Figueroa*  
State of Florida at Large

My commission expires:



Mario E. Figueroa  
MY COMMISSION # 00621721 EXPIRES  
May 14, 2005  
KONCHU THE J TROY FAIN INSURANCE, INC

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