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**RASCO REININGER PEREZ & ESQUENAZI, P.L.**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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José Manuel Pallí  
Of counsel

\*Board Certified-Business Litigation  
Certified Circuit Court Mediator

March 24, 2004

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: El Progreso Phase II, Ltd.

Dear Sir or Madam:

Enclosed please find the following documents as they relate to the above limited partnerships:

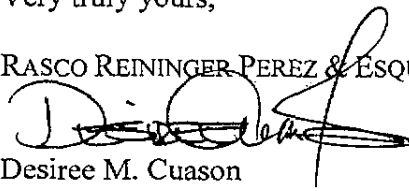
- Certificate of Limited Partnership of El Progreso Phase II, Ltd.
- Check no. 1640 in the amount of \$1,785.00, which amount represents the \$1,750.00 filing fee and the \$35.00 designation of registered agent fee.

Kindly file the enclosed Certificates of Limited Partnership and return a confirmation of the same to our offices.

Thank you for your assistance in this matter. Please do not hesitate to contact us if you have any questions.

Very truly yours,

RASCO REININGER PEREZ & ESQUENAZI, P.L.

  
Desiree M. Cuason  
For the Firm

Enclosures 2337-0007/426291.doc

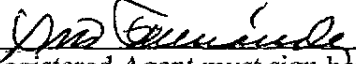


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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EL PROGRESO PHASE II, LTD.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. El Progreso Phase II, Ltd.  
(Name of the Limited Partnership; must contain a suffix such as "Limited", "Ltd." or "Limited Partnership")
2. 11710 NW South River Drive, Suite 216, Medley, Florida 33178  
(Business Address of Limited Partnership)
3. Iris M. Fernandez  
(Name of Registered Agent for Service of Process)
4. 11710 NW South River Drive, Suite 216, Medley, Florida 33178  
(Florida Street Address for Registered Agent)
5.   
Registered Agent must sign here to accept designation  
as Registered Agent for Service of Process.)
6. 11710 N.W. South River Drive, Suite 216, Medley, Florida 33178  
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2053.


- | 8. | NAME OF GENERAL PARTNER             | SPECIFIC ADDRESS   |
|----|-------------------------------------|--|
|    | El Progreso Plaza, LLC<br>LO2-10200 | 11710 NW South River Drive<br>Suite 216<br>Medley, Florida 33178 |

Signed this 23 <sup>MARCH</sup> day of ~~February~~, 2004.

Signature of general partner:

EL PROGRESO PLAZA, LLC, -  
a Florida limited liability company

By: El Progreso Investments, Inc.,  
a Florida corporation, its Manager

By:   
Arnaldo Fernandez-Batista, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED

BEFORE ME, the undersigned constituting the sole general partner of EL PROGRESO PLAZA LTD. a Florida Limited Partnership, certifies as follows:

2004 MAR 25 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The amount of capital contributions to date of the limited partners is \$375,000.00.

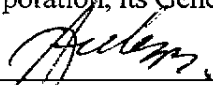
This 25 <sup>MARCH</sup> day of ~~February~~, 2004.

FURTHER AFFIANT SAYETH NOT.

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

EL PROGRESO PLAZA, LLC,  
a Florida limited liability company

By: EL PROGRESO INVESTMENTS, INC.,  
a Florida corporation, its General Partner

By:   
Arnaldo Fernandez-Batista, President

2337.0006/419699.doc