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BOCA RATON, FLORIDA 33431
TELEPHONE (561) 988-0075
FAX (561) 241-0949

May 21, 2004

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: GREEN INVESTMENT PROPERTIES, LTD.
GREEN INVESTMENT MANAGEMENT, LLC
Our File No. 204183.00

Gentlemen:

Enclosed herein are original Articles of Organization for the captioned limited liability company and original Certificate of Limited Partnership and Affidavit of Capital Contributions documents for the captioned Limited Partnership. We enclose checks to cover the following costs:

Filing Fee for Limited Liability Company	\$100.00
Registered Agent Designation	25.00
Certificate of Status	5.00
Total for LLC	\$130.00

Filing Fee for Limited Partnership (minimum)	\$ 52.50
Registered Agent Designation	35.00
Certified Copy under Seal	52.50
Total for Limited Partnership	\$140.00

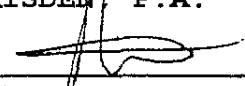
Please return the certified copy and certificate of status with your recording date acknowledging the filing of the documents to the undersigned.

PLEASE BE SURE TO FILE THE LIMITED LIABILITY COMPANY PRIOR TO FILING THE LIMITED PARTNERSHIP.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

By: 
Mark M. Hasner

MMH/acg
Enclosures
cc. Nilda L. Green
W:\Green, Nilda\Sec of State - Formation\LD&LLC.wpd

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREEN INVESTMENT PROPERTIES, LTD.**

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is GREEN INVESTMENT PROPERTIES, LTD.

2. The address of the office of the Partnership is 5880 Commerce Lane, South Miami, Florida 33143.

3. The name and address of the agent for service of process on the Partnership is MARK M. HASNER, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the General Partner is as follows:

GREEN INVESTMENT MANAGEMENT, LLC,
a Florida limited liability company
5880 Commerce Lane
South Miami, Florida 33143

5. The mailing address of the Partnership is: 5880 Commerce Lane, South Miami, Florida 33143.

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by an authorized representative of GREEN INVESTMENT MANAGEMENT, LLC, a Florida limited liability company, as General Partner of GREEN INVESTMENT PROPERTIES, LTD.

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FLORIDA
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The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of GREEN INVESTMENT PROPERTIES, LTD. this 21st day of May, 2004.

GENERAL PARTNER

GREEN INVESTMENT MANAGEMENT,
LLC, a Florida limited
liability company

By: 

Mark M. Hasner,
attorney-in-fact

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GREEN INVESTMENT PROPERTIES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: 

MARK M. HASNER

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FILED
MAY 21 2004
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared MARK M. HASNER, as attorney-in-fact for GREEN INVESTMENT MANAGEMENT, LLC, a Florida limited liability company, which is the General Partner of GREEN INVESTMENT PROPERTIES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 5880 Commerce Lane, South Miami, Florida 33143 who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

NILDA L. GREEN	\$ 990.00
3500 Granada Blvd.	
Coral Gables, Florida 33134	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

NILDA L. GREEN	\$ -0-
3500 Granada Blvd.	
Coral Gables, Florida 33134	

Total	\$ -0-
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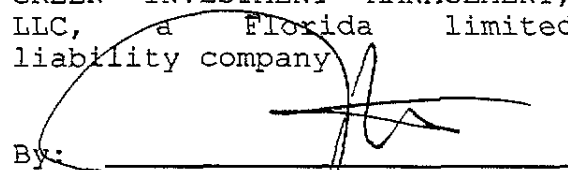
FURTHER AFFIANT SAITH NAUGHT.

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CLERK OF COURT
MIAMI-DADE COUNTY, FLORIDA
JAN 14 1987

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

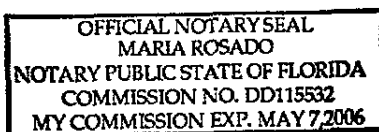
GENERAL PARTNER:

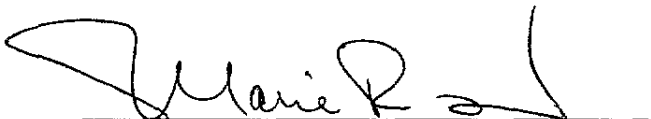
GREEN INVESTMENT MANAGEMENT,
LLC, a Florida limited
liability company

By: 
Mark M. Hasner,
attorney-in-fact

Dated: May 21st, 2004

The foregoing instrument was acknowledged before me this 21st
day of May, 2004, by Mark M. Hasner, as attorney-in-fact
for GREEN INVESTMENT MANAGEMENT, LLC, a Florida limited liability
company, the General Partner of the Partnership, who is personally
known to me or has produced _____ as
identification.




Notary Public
State of Florida at Large

maria Rosado
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

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TALLAHASSEE, FLORIDA