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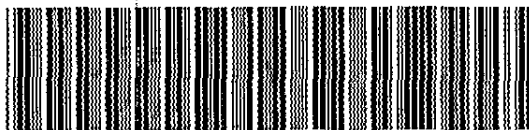
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ALAYON & ASSOCIATES, P.A.

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A PROFESSIONAL ASSOCIATION

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*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175
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MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

August 23, 2004

FEDERAL EXPRESS

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

**Re: A.M.A. Real Estate Investments, Inc. and
A.M.A. Real Estate Investments, Ltd.**

Dear Gretchen:

Enclosed please find the following documents regarding the above-referenced corporation:

- Articles of Corporation of A.M.A. Real Estate Investments, Inc.;
- Certificate of Limited Partnership of A.M.A. Real Estate Investments, Ltd.

Please provide us with a certificate of Good Standing for A.M.A. Real Estate Investments, Inc. and A.M.A. Real Estate Investments, Ltd. and evidence of the filing of the enclosed documents by Federal Express with the enclosed envelope.

We have enclosed a check in the amount of \$78.75 and a check in the amount of \$150.50. 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,

Gretchen Rodriguez

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
A.M.A. 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:

A.M.A. REAL ESTATE INVESTMENTS, LTD.

2. **REGISTERED AGENT.**

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

A&A 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:

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

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

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

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175
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5. **PRINCIPAL BUSINESS ADDRESS.**

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

A.M.A. Real Estate Investments, Ltd.
c/o A.M.A. 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 August ____,
2054.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 10th day of August, 2004.

A.M.A. Real Estate Investments, Inc.

By: Pedro Adrian
Pedro Adrian, President

ACCEPTANCE

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

Executed this 10th day of August, 2004

By: Gretel Rodriguez
Gretel Rodriguez, President
A&A Registered Agent, Inc.

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AFFIDAVIT

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

The undersigned General Partner of A.M.A. 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).

A.M.A. Real Estate Investments, Inc.

By: *Pedro Adrian*
PEDRO ADRIAN, President

The foregoing instrument was subscribed and sworn to before me by PEDRO ADRIAN, President of A.M.A. Real Estate Investments, Inc., on behalf of A.M.A. Real Estate Investments, Ltd. this 10th day of August, 2004. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.

Gretel Rodriguez
Name:
Notary Public
State of Florida at Large

My Commission Expires:



Gretel Rodriguez
Commission # DD260061
Expires Oct. 21, 2007
Azron Notary
1-800-350-5161

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