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(Address)

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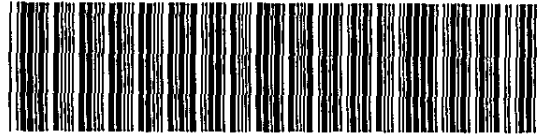
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# ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST, 11<sup>TH</sup> CIR & T.C.)  
EDUARDO SOTO (FL.)  
LOURDES SANCHEZ-BARCIA (FL. & FED.)

GARY S. BROOKS (FL. & FED.)\*

\*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

INGRAHAM BLDG., STE. 1135  
25 SOUTHEAST 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146

December 1, 2004

## FEDERAL EXPRESS

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

**Re: Certificate of Limited Partnership for Juan Miguel and Adria Almeida Family, Ltd.;  
Statement of Qualification for LLLP;  
Articles of Organization for A&A Management & Investment, LLC**

Dear Gretchen:

Enclosed, please find the:

1. Certificate of Limited Partnership for Juan Miguel and Adria Almeida Family, Ltd.;
2. Statement of Qualification for LLLP; and
3. Articles of Organization for A&A Management & Investment, LLC

Please provide us with a Certificate of Good Standing and send me the originals via Federal Express for next day morning delivery.

We have enclosed two checks in the amount of \$125.00 and in the amount of \$138.75 for the organizational fees for the entities. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,

Ed Soto

Enclosure(s)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
JUAN MIGUEL AND ADRIA ALMEIDA FAMILY PARTNERSHIP, 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:

JUAN MIGUEL AND ADRIA ALMEIDA FAMILY PARTNERSHIP, 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. 137<sup>th</sup> Avenue, Suite 221  
Miami, Florida 33175

3. **GENERAL PARTNER.**

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

A&A Management & Investment, L.L.C. ✓  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

2450 S.W. 137<sup>th</sup> 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  
(305) 221-2110*

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5. **PRINCIPAL BUSINESS ADDRESS.**

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

2450 S.W. 137<sup>th</sup> Avenue  
Suite 221  
Miami, Florida 33175

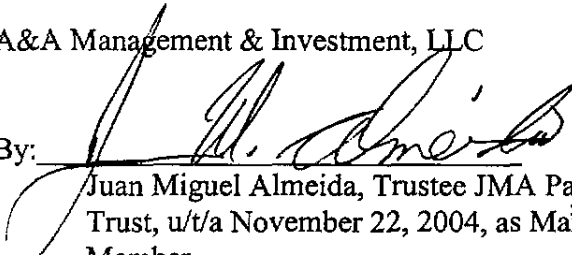
6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is February 16, 2049.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 22<sup>nd</sup> day of November, 2004.

A&A Management & Investment, LLC

By:

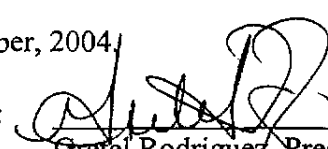
  
Juan Miguel Almeida, Trustee JMA Parkcrest GRT  
Trust, u/t/a November 22, 2004, as Managing  
Member

**ACCEPTANCE**

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for JUAN MIGUEL AND ADRIA ALMEIDA FAMILY PARTNERSHIP, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 22<sup>nd</sup> day of November, 2004.

By:

  
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 the JUAN MIGUEL AND ADRIA ALMEIDA FAMILY PARTNERSHIP, 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 ONE THOUSAND DOLLARS (\$1,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is NINE THOUSAND DOLLARS (\$9,000).

A&A Management & Investment, LLC

By:

*Juan Miguel Almeida*

Juan Miguel Almeida, Trustee JMA Parkcrest Trust, u/t/a November 22, 2004, as Managing Member

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The foregoing instrument was subscribed and sworn to before me by Juan Miguel Almeida, Trustee of the JMA Parkcrest GRT Trust, u/t/a November 22, 2004,, Managing Member of A&A Management & Investment, LLC, on behalf of JUAN MIGUEL AND ADRIA ALMEIDA FAMILY PARTNERSHIP, Ltd., this 22<sup>nd</sup> day of November 2004. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.



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

*Gretel Rodriguez*  
Name:  
Notary Public  
State of Florida at Large

My Commission Expires: