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(City/State/Zip/Phone #)

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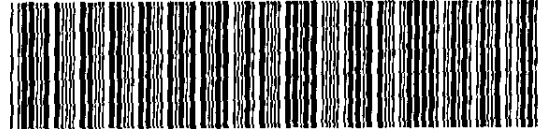
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A05-342
OHA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Avocado Groves Partnership, Ltd.

(Name of Limited Partnership)

DOCUMENT NUMBER: _____

The enclosed Statement of Qualification for Florida Limited Liability Limited Partnership and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard A. Alayon

(Name of Person)

Alayon & Associates, P.A.

(Firm/Company)

2450 S.W. 137th Avenue, Suite 221

(Address)

Miami, Florida 33175

and Zip Code)

For further information concerning this matter, please call:

Richard A. Alayon

(Name of Person)

at (305) 221-2110

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AVOCADO GROVES 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:

AVOCADO GROVES PARTNERSHIP, LTD.

2. **REGISTERED AGENT.**

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

A&A Registered Agent, Inc.
c/o Gretel Rodriguez, President
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:

Avocado Groves Management Corp. ✓
c/o Pedro J. Adrian, President
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

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
(305) 221-2110*

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TALLAHASSEE, FLORIDA
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5. **PRINCIPAL BUSINESS ADDRESS.**

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

2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is February 5,
2045.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 11th day of February 2005.

Adrian Management, Inc.

By: 

Pedro J. Adrian, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment
as registered agent for AVOCADO GROVES PARTNERSHIP, LTD., a Florida limited
partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 11th day of February, 2005.

By: 

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

CLERK OF STATE
TALLAHASSEE, FLORIDA

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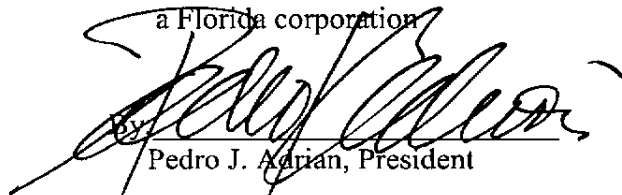
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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

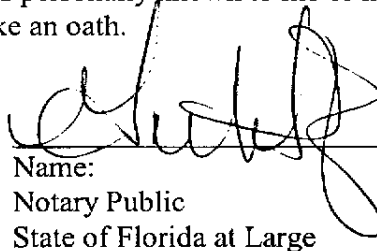
The undersigned General Partner of AVOCADO GROVES PARTNERSHIP, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

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).

AVOCADO GROVES MANAGEMENT CORP.,
a Florida corporation


Pedro J. Adrian, President

The foregoing instrument was subscribed and sworn to before me by Pedro J. Adrian, President of Adrian Management, Inc. on behalf of AVOCADO GROVES PARTNERSHIP, LTD., this 11th day of February 2005. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.


Name:
Notary Public
State of Florida at Large

My Commission Expires:



Gretel Rodriguez
Commission # DD260061
Expires Oct. 21, 2005
Aron Notary
1-800-350-5161

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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