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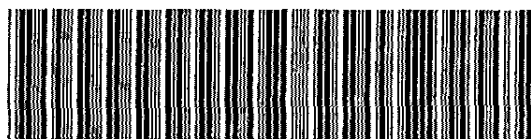
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4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

February 23, 2005

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

**Re: Eureka Palms Partnership, LLLP;
Eureka Palms Partnership, Ltd.; and
Eureka Palms Management Corp.**

Dear Gretchen:

Enclosed please find the following:

1. Articles of Organization for Eureka Palms Partnership, Ltd.;
2. Check in the amount of \$157.50 for the filing of the Partnership;
3. Articles of Incorporation for Eureka Palms Management Corp.;
4. Check in the amount of \$78.75 for the filing of Eureka Palms Management Corp.;
5. Statement of Qualification for Eureka Palms Partnership, LLLP; and
6. Check in the amount of \$25.00 for the filing of Eureka Palms Partnership, LLLP.

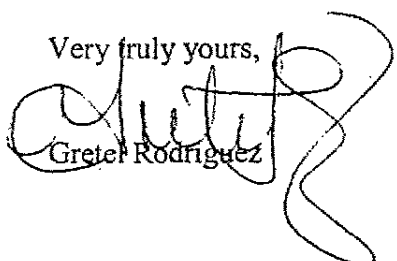
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Please provide us with a certificate of Good Standing for the corporation and the limited partnerships. PLEASE SEND ME THE ORIGINALS VIA FEDERAL EXPRESS WITH THE ENCLOSED FEDERAL EXPRESS AIRBILL FOR FRIDAY DELIVERY

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,


Grete Rodriguez

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EUREKA PALMS 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:

EUREKA PALMS 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:

Eureka Palms Management Corp. ✓
c/o Pedro J. Adrian, President
2450 S.W. 137th Avenue, Suite 228
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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5. **PRINCIPAL BUSINESS ADDRESS.**

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

2450 S.W. 137th Avenue, Suite 228
Miami, Florida 33175

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is February 11, 2045.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 23rd day of February 11, 2005.

Eureka Palms Management Corp., a Florida corporation

By: 

Pedro J. Adrian, President

ACCEPTANCE

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TALLAHASSEE, FLORIDA

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

Executed this 23rd day of February, 2005.

By: 

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

AFFIDAVIT

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

The undersigned General Partner of EUREKA PALMS 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).

EUREKA PALMS MANAGEMENT CORP.,
a Florida corporation

By: Pedro J. Adrian
Pedro J. Adrian, President

The foregoing instrument was subscribed and sworn to before me by Pedro J. Adrian, President of Eureka Palms Management Corp. on behalf of EUREKA PALMS PARTNERSHIP, LTD., this 23rd 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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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