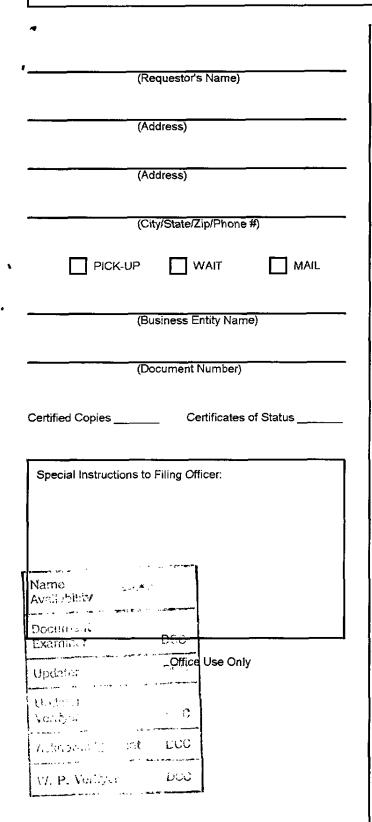
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## TRANSMITTAL LETTER

TO: Registration Section Division of Corporations		
SUBJECT: MPI Holdings, Ltd (Name	of Limited Partnership)	
DOCUMENT NUMBER:		
The enclosed Statement of Qualification for Florida L filing.	.imited Liability Limited Partnership and fee(s	) are submitted for
Please return all correspondence concerning this matter	er to the following:	
	1 Managing Director (Name of Person)	<del>-</del>
Masvidal Par	tners Inc.	
	(Firm/Company)	
201 Alhambra Circl	e, Suite 700 (Address)	
Coral Gables, FL 3	3134. and Zip Code)	<del></del>
For further information concerning this matter, please	e call:	TALL/
Raul Masvidal	at (305 ) 448-3500	ARE MA
(Name of Person)	(Area Code & Daytime Telephone Nu	months and a second
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	P 1: 23  OF STATE  OF LONIE

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## STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership as identified in the records of the Florida Department of State:  MPI Holdings, Ltd. LLLP
Insert limited partnership's Florida document number: N/A or Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited
partnership filing fees.
2. The complete name of the entity after filing Statement of Qualification shall be:
MPI Holdings, Ltd, LLLP  (Must include I.I.I.P.)
3. The street address of its chief executive office: 201 Alhambra Circle, Suite 700
(if different from current recorded address): Coral Gables, FL 33134.
4. The street address of principal office in Florida:
(if different from above)
5. The limited partnership hereby elects to be a limited liability limited partnership.
6. The effective date of this filing shall be:  X as of the date this document is filed with the Florida Secretary of State or
a date later than the time of filing:
7. The name and Florida street address of the partnership's agent for service of process:  Raul Masvidal  201 Alhambra Circle, Suite 700
Coral Gables, Florida 33134 Im
The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
Signed this 17 day of February 2005
Signature of TWO Partners:  By: January partners:
Typed or printed names of partners signing above:  AND MASURAL PARTNERS INC.  AND MASURAL PARTNERS INC.  LUAN H. DG/5588

Filing Fee: \$25.00 Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75