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# ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

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ISABEL RODRIGUEZ-OJEA (FL. & FED.)  
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GARY S. BROOKS (FL. & FED.)\*

\*OF COUNSEL

REPLY TO: X

4551 PONCE DE LEON BLVD.  
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MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

April 13, 2005

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

**Re: *Krome Estates II Partnership, LLLP;***  
***Krome Estates II, Ltd.; and***  
***Krome Estates II Management Corp.***

Dear Gretchen:

Enclosed please find the following:

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

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,

Gretel Rodriguez

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KROME ESTATES II 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:

KROME ESTATES II 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  
4551 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

3. **GENERAL PARTNER.**

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

KROME ESTATES II MANAGEMENT CORP. ✓  
c/o Pedro J. Adrian, President  
2450 S.W. 137<sup>th</sup> Avenue, Suite 228  
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 228  
Miami, Florida 33175

*Document Prepared By:  
Richard A. Alayon, Esq.  
Florida Bar No.: 934290  
Alayon & Associates, P.A.  
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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 228  
Miami, Florida 33175

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is April 6, 2055.

**IN WITNESS WHEREOF**, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this \_\_\_\_ day of April, 2005.

KROME ESTATES II MANAGEMENT CORP., a Florida corporation

By: 

Pedro J. Adrian, President

**ACCEPTANCE**

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

Executed this 13<sup>th</sup> day of April, 2005.

By: 

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

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TALLAHASSEE, FLORIDA


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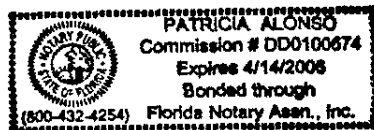
STATE OF FLORIDA )  
 )SS:  
COUNTY OF MIAMI-DADE )

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 Florida corporation

  
Pedro J. Adrian, President

The foregoing instrument was subscribed and sworn to before me by Pedro J. Adrian, President of KROME ESTATES II Management Corp. on behalf of KROME ESTATES II PARTNERSHIP, LTD., this 13<sup>th</sup> day of April, 2005. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.



Patricia Alonso  
Name: PATRICIA ALONSO  
Notary Public  
State of Florida at Large

My Commission Expires:

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