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Florida Department of State  
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FLORIDA LIMITED PARTNERSHIP

magua limited partnership

|                       |            |
|-----------------------|------------|
| Certificate of Status | 0          |
| Certified Copy        | 0          |
| Page Count            | 05         |
| Estimated Charge      | \$1,785.00 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**MAGUA LIMITED PARTNERSHIP**

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1  
NAME**

The name of the limited partnership is **MAGUA LIMITED PARTNERSHIP**.

**SECTION 2  
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3  
OFFICE ADDRESS**

The address of the office of the limited partnership is 7620 Miami View Drive, North Bay Village, Florida 33141.

**SECTION 4  
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5  
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

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TALLAHASSEE FLORIDA

JUN-28-2005 17:39

MAGUA HOLDINGS, LLC  
7620 Miami View Drive  
North Bay Village, Florida 33141

LOS - 60325

**SECTION 6  
MAILING ADDRESS**

The mailing address for the limited partnership is 7620 Miami View Drive, North Bay Village, Florida 33141.

**SECTION 7 -  
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2055.

Executed this 15 day of June, 2005.

MAGUA HOLDINGS, LLC  
a Florida limited liability company

By: [Signature]  
GUALBERTO NAVARRO, Manager

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**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for MAGUA LIMITED PARTNERSHIP at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: June 28, 2005

M & W AGENTS, INC., a Florida corporation

By:   
DONALD R. TESCHER, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me, a notary public for the above-described state, came GUALBERTO NAVARRO, as Manager of MAGUA HOLDINGS, LLC, a Florida limited liability company and general partner of MAGUA LIMITED PARTNERSHIP, and on behalf of MAGUA HOLDINGS, LLC, and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of MAGUA LIMITED PARTNERSHIP to the capital of that limited partnership are \$ -0-.

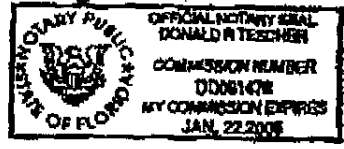
2. The anticipated contributions of limited partners of MAGUA LIMITED PARTNERSHIP to the capital of that limited partnership are \$ 20,000,000.00.

MAGUA HOLDINGS, LLC  
a Florida limited liability company  
as sole General Partner

By: [Signature]  
GUALBERTO NAVARRO, Manager

Sworn to and subscribed before me, this 27 day of June, 2005, by GUALBERTO NAVARRO, as Manager of MAGUA HOLDINGS, LLC, who is personally known to me or produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public  
State of Florida at large



My commission expires:

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