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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

m.p.10, ltd.

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
M.P.10, LTD.**

THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) **Name.** The name of the subject limited partnership is the M.P.10, LTD. (the "Partnership").
- (b) **Recordkeeping Office.** The address of the office at which the Partnership shall keep the records required to maintained under the Act is:

4000 Ponce de Leon Blvd., Suite 650
Coral Gables, FL 33146

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A.
799 Brickell Plaza, Suite 700
Miami, FL 33131

- (c) **General Partner.** The names and business address of the General Partner(s) are:

M.P.10, LLC L05-117228
4000 Ponce de Leon Blvd., Suite 650
Coral Gables, FL 33146

- (d) **Mailing Address.** The mailing address of the Partnership is:

4000 Ponce de Leon Blvd., Suite 650
Coral Gables, FL 33146

- (e) **Term.** The latest date upon which the Partnership is to dissolve is December 31, 2055.

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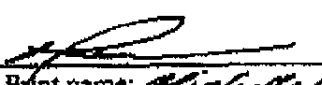
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IN WITNESS WHEREOF, the general partner has duly executed this

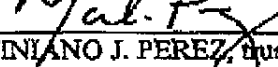
Certificate, this 29th day of July, 2005.

WITNESSES


Print name: Uberto Perez Jr.


Print name: Richard C. King

M.P.10, LLC, General Partner

By: 
MARTINIANO J. PEREZ, trustee, his
successors as trustee of the MARTINIANO
J. PEREZ REVOCABLE LIVING TRUST,
dated July 29, 2005, Manager/Member

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CONSENT TO SERVE AS REGISTERED AGENT

FOR THE

M.P.10, LTD.

Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, the M.P.10, LTD., the undersigned hereby accepts said appointment and agrees to serve as said registered agent. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: July 29th, 2005.

JONATHAN H. GREEN & ASSOCIATES, P.A.
a Florida Corporation

By


JONATHAN H. GREEN

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO THE
M.P.10, LTD.

The undersigned, the general partner of the M.P.10, LTD., a Florida limited partnership,
hereby certify that:

The amount of the capital contributions of the limited partners to date is:

\$0.00

The total amount anticipated to be contributed by the limited partners is:

\$5,000,000.00

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned declare that he has read the foregoing and
knows the contents of the foregoing, and that the facts stated in the foregoing are true and
correct.

Dated: July 29th, 2005.

WITNESSES

Print name: Valerie P. Jr.

Print name: Jonathan H. Green

M.P.10, LLC, General Partner

By: M.P.10
MARTINIANO J. PEREZ, trustee, his
successors as trustee of the MARTINIANO
J. PEREZ REVOCABLE LIVING TRUST
dated July 29, 2005, Manager/Member

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