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ACCOUNT NO. : 072100000032

REFERENCE: 719884

4336650

AUTHORIZATION -

COST LIMIT : (

ORDER DATE: September 12, 2008

ORDER TIME : 9:22 AM

ORDER NO. : 719884-015

CUSTOMER NO: 4336650

DOMESTIC FILING

NAME: CREDIT ANDORRA U.S., LP

XX ___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

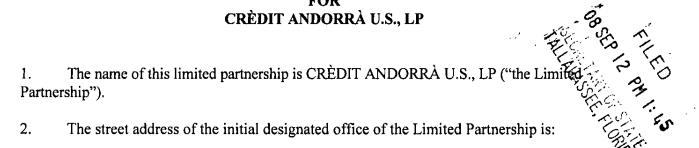
(2)XXX CERTIFIED COPY

(1)XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP **FOR** CRÈDIT ANDORRÀ U.S., LP



2. The street address of the initial designated office of the Limited Partnership is:

777 Brickell Avenue **Suite 1201** Miami, Florida 33131

- The name of the Registered Agent for the Service of Process of the Limited Partnership is Corporation Service Company.
- 4. The Florida street address for the Registered Agent is:

1201 Hays Street Tallahassee, Florida 32301

5. The Mailing address of the initial designated office of the Limited Partnership is:

777 Brickell Avenue **Suite 1201** Miami, Florida 33131

6. The name and business address of the sole general partner of the Limited Partnership is:

Name:

Crèdit Andorrà U.S., LLC

LO8000 /7271 (Signature page to follow) **Business Address:**

777 Brickell Avenue Suite 1201 Miami, Florida 33131 IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership on this _____ day of September 2008.

General Partner:

Crèdit Andorrà U.S., LLC:

Title: Manager

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for CRÈDIT ANDORRÀ U.S., LP at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

Kimberly B. Moret as its agent

Registered Agent