

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301, (904)224-8377
 Mailing Address: Post Office Box 10049, Tallahassee, FL 32302
 TOLL FREE No. 1-800-348-8062
 FAX (904) 222-1227

A139

RE: **Florida Andes Ltd** No. **53739**

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

J. IAX _____
 FILING _____ **52.50**
 R. AGENT FEE _____
 J. COPY _____ **52.50**
 TOTAL _____ **105.00**
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

IX

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN **3/20 12:00**
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

97 MAR 20 PM 1:20
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 100002123631
 8325797-01058-010
 ***105.00 ***105.00
 97 MAR 20 AM 10:15
 DIVISION OF CORPORATIONS
 RECEIVED

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF FLORIDA ANDES LTD.**

WE, THE UNDERSIGNED, on this 19th day of March, 1997, pursuant to Section 620, et seq., Fla. Stat., hereby amend the Certificate of Limited Partnership of Florida Andes Ltd., a Florida limited partnership, dated December 1, 1982 and filed January 26, 1983 in the office of the Department of State, State of Florida, as amended by the First Amendment filed December 5, 1988 and by the Second Amendment filed March 2, 1994 with the Department of State, State of Florida, for the following reasons and in the following manner:

The aforescribed Certificate of Limited Partnership, as amended, is hereby further amended to provide that:

Corporacion De Planes De Desarrollo Otono, S.A., a Panamanian corporation, whose address is 245 Southeast 1st Avenue, Suite 400A, Miami, Florida 33131, replaces Guillermo Borja N. as a General Partner and Limited Partner of Florida Andes Ltd., a Florida limited partnership.

Except as modified herein, the Certificate of Limited Partnership of Florida Andes Ltd., a Florida limited partnership, dated December 1, 1982 and filed January 26, 1983, as amended by the First Amendment filed December 5, 1988 and by the Second Amendment filed March 2, 1994 shall remain the same and be in full force and effect.

IN WITNESS WHEREOF, 186th Shelf Corporation, as a General Partner of Florida Andes Ltd., and Corporacion De Planes De Desarrollo Otono, S.A., as the new General Partner and Limited Partner of Florida Andes Ltd., in accordance with the provisions of Section 620.114(1)(b), Fla. Stat. have placed their hands and seals on the date first above written.

186TH SHELF CORPORATION
a Delaware corporation, as
General Partner

BY: _____

GEORGE BEFELER, as attorney in fact (a copy of the power of attorney executed pursuant to Section 620.114(2), Fla. Stat., is attached hereto as Exhibit A)

(Seal)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 PM 1:22

97 MAR 20 PM 1:21
SECRETARY OF CORPORATIONS
FILED STATES

CORPORACION DE PLANES
DESARROLLO OTONO, S.A.,
Panamanian corporation, as
General Partner

BY: _____
GEORGE BEFELER, as attorney in
fact (a copy of the power of
attorney executed pursuant to
Section 620.114(2), Fla. Stat.,
is attached hereto as Exhibit
B)

(Seal)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized to take acknowledgments, personally appeared GEORGE
BEFELER, as the attorney in fact for 186th Shelf Corporation, a
Delaware corporation, as a general partner of Florida Andes Ltd.,
a Florida limited partnership, who produced _____
_____ as identification or is to me known to be
the person described in and who executed the foregoing instrument
and he acknowledged before me that he executed the same.

WITNESS my hand and official seal on this 19th day of March,
1997.

Caridad Jimenez Lopez

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
CARIDAD JIMENEZ LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC533989
MY COMMISSION EXP. MAR. 15 2000

OFFICIAL NOTARY SEAL
CARIDAD JIMENEZ LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC533989
MY COMMISSION EXP. MAR. 15 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 PM 1:21

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments personally appeared GEORGE BEFELER, as the attorney in fact of Corporacion de Planes de Desarrollo Otono, S.A., a Panamanian corporation, as new general partner of Florida Andes Ltd., a Florida limited partnership, who produced _____ as identification or is to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal on this 19 day of March, 1997.

Caridad Jimenez Lopez

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
CARIDAD JIMENEZ LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC533989
MY COMMISSION EXP. MAR. 15, 2000

M:\GLEN\LIMPAR.AMD

EXHIBIT A

POWER OF ATTORNEY

Know All Men By These Presents:

That 186TH SHELF CORPORATION, a Delaware corporation, by and through its President, as authorized representative, has made, constituted and appointed, and by these presents does make, constitute and appoint, GEORGE BEFELER, as its true and lawful attorney for itself and in its name, place and stead to:

1. execute and deliver on behalf of 186th Shelf Corporation a certificate relating to the admission and/or substitution of a general partner into Florida Andes, Ltd., a Florida limited partnership, in accordance with the provisions of Section 620.109 of the Florida Statutes, as amended, including the admission and/or substitution of Corporacion de Planes de Desarrollo Otono, S.A., a Panamanian corporation, as a new general partner and limited partner of Florida Andes, Ltd.;
2. execute and deliver on behalf of 186th Shelf Corporation a certificate relating to any amendments which may be made to the articles of limited partnership of Florida Andes, Ltd. in accordance with the provisions of the Florida Statutes, as amended, to the fullest extent permitted by law;
3. execute and deliver any closing documents, including but not limited to a deed, bill of sale, affidavit, and closing statement, in connection with the sale and conveyance from Florida Andes Ltd., a Florida limited partnership, to Vista Hermosa, Inc., a Florida corporation and/or assigns, of the following described real property:

LOTS 7 AND 8, BLOCK 99, OF LAWRENCE ESTATE
LAND COMPANY'S SUBDIVISION, ACCORDING TO THE
PLAT THEREOF RECORDED IN PLAT BOOK 2, AT PAGE
52, OF THE PUBLIC RECORDS OF DADE COUNTY,
FLORIDA.

and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as they might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 PM 1:21

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 19th day of March, 1997.

Sealed and delivered in the presence of:

186TH SHELF CORPORATION
a Delaware corporation

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF
91 MAR 20 PM 1:21

Jeannine Balladares
Print Name: Jeannine Balladares

BY: *Juan Wright-Castro*
JUAN WRIGHT-CASTRO, President

(Seal)

Glenn P. [Signature]
Print Name: Glenn P. [Signature]

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JUAN WRIGHT-CASTRO, as the President of 186th Shelf Corporation, a Delaware corporation, who produced _____ as identification or is to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal on this 19th day of March, 1997.

Caridad Jimenez Lopez
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
CARIDAD JIMENEZ LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC533989
MY COMMISSION EXP. MAR. 15, 2000

N:\WRIGHT\ANDES\PACKAGE.WPD

EXHIBIT B

POWER OF ATTORNEY

Know All Men By These Presents:

That CORPORACION DE PLANES DE DESARROLLO OTONO, S.A., a Panamanian corporation, by and through its attorney-in-fact, authorized representative, has made, constituted and appointed, and by these presents does make, constitute and appoint, **GEORGE BEFELER**, as its true and lawful attorney for itself and in its name, place and stead to:

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DIVISION OF CORPORATIONS
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1. execute and deliver on behalf of Corporacion de Planes de Desarrollo Otono, S.A., a certificate relating to the admission and/or substitution of a general partner into Florida Andes, Ltd., a Florida limited partnership, in accordance with the provisions of Section 620.109 of the Florida Statutes, as amended, including the admission and/or substitution of Corporacion de Planes de Desarrollo Otono, S.A. as a new general partner and limited partner of Florida Andes, Ltd.;
2. execute and deliver on behalf of Corporacion de Planes de Desarrollo Otono, S.A., a certificate relating to any amendments which may be made to the articles of limited partnership of Florida Andes, Ltd. in accordance with the provisions of the Florida Statutes, as amended, to the fullest extent permitted by law;
3. execute and deliver on behalf of Corporacion de Planes de Desarrollo Otono, S.A., a certificate of amendment or a statement of change of registered agent or registered office in accordance with the provisions of Section 620.114(1)(b) of the Florida Statutes, as amended;
4. execute and deliver any closing documents, including but not limited to a deed, bill of sale, affidavit, and closing statement, in connection with the sale and conveyance from Florida Andes Ltd., a Florida limited partnership, to Vista Hermosa, Inc., a Florida corporation and/or assigns, of the following described real property:

LOTS 7 AND 8, BLOCK 99, OF LAWRENCE ESTATE LAND COMPANY'S SUBDIVISION, ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 2, AT PAGE 52, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA.

and granting unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises as fully, to all intents and purposes, as they might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his
and seal on the 18th day of March, 1997.

Sealed and delivered in
the presence of:

CORPORACION DE PLANES
DESARROLLO OTONO, S.A.,
Panamanian corporation

BY: Luis E. Cespedes
LUIS EDUARDO CESPEDES
Attorney in Fact

Thomasa Riddell
Print Name: Thomasa Riddell

Rebecca Herrera D.
Print Name: REBECA HERRERA D.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 MAR 20 PM 12:21

(Seal)

~~REPUBLIC OF PANAMA~~)
PROVINCE OF PANAMA) SS
CITY OF PANAMA)
EMBASSY OF THE UNITED STATES OF AMERICA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized take acknowledgments, personally appeared LUIS EDUARDO CESPEDES, as Attorney in Fact, Corporacion de Planes de Desarrollo Otono, S.A., a Panamanian corporation, who produced PAN ID #8 - 109 - 810 as identification or is to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal on this 18th day of March, 1997.

Christine L. Wines
Christine L. Wines, Vice Consul

CONSULATE OF THE UNITED STATES
OF AMERICA

My Commission Expires: IND.

N:\WRIGHT\ANDES\PACKAGE2.WPD