

CORPORATION INFORMATION
SERVICES, INC. #
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

CSC networks

800-342-8086

A95000000309

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 553698 83834A

AUTHORIZATION : *Patinia Pizot*

COST LIMIT : \$ 1090.71

ORDER DATE : March 6, 1995

ORDER TIME : 11:29 AM

700001422177

ORDER NO. : 553698

CUSTOMER NO: 83834A

CUSTOMER: Rafael G. Moreno, Esq
ZIMBLE FORMOSO-MURIAS, P.A.

Penthouse
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: NEXT RAINTREE, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -6 PM 3:55

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS: *BN*

3/6/95
BN

1029.46
61.25
1029.71

CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEXT RAIN TREE, LTD.

ARTICLE I

Name of Limited Partnership

The name of the limited partnership shall be:

NEXT RAIN TREE, LTD.

ARTICLE II

Business Address

The business address of the limited partnership shall be:

901 PONCE DE LEON BOULEVARD
SUITE 600
CORAL GABLES, FLORIDA 33134

ARTICLE III

Registered Agent and Registered Office

The Registered Agent for Service of Process and the Florida street address of the Registered Agent of the Limited Partnership shall be:

NEXT RAIN TREE DEVELOPMENT CORPORATION
901 PONCE DE LEON BOULEVARD
SUITE 600
CORAL GABLES, FLORIDA 33134
Attn: E. Daniel Lopez, C.E.O.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -6 PM 3:55

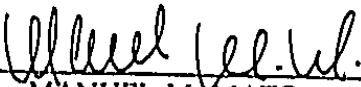
ARTICLE IV

Signature of Registered Agent

The signature of the Registered Agent below evidences his acceptance as designated Registered Agent for Service of Process:

NEXT RAINTREE
DEVELOPMENT COMPANY, LTD.
a Florida limited partnership

By: NEXT RAINTREE DEVELOPMENT
CORPORATION
a Florida corporation
Its: General Partner


By: MANUEL M. MATO
Its: President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -6 PM 3:55

ARTICLE V

Mailing Address of Limited Partnership

The mailing address of the limited partnership shall be:

901 PONCE DE LEON BOULEVARD
SUITE 600
CORAL GABLES, FLORIDA 33134

ARTICLE VI

Latest Date Upon Which Limited Partnership is to be Dissolved

The latest date upon which the Limited Partnership is to be dissolved is
March 31, 2050.

ARTICLE VII

Name and Specific Address of General Partner

The name and the specific address of the General Partner shall be:

NEXT RAINTREE DEVELOPMENT COMPANY, LTD.
901 PONCE DE LEON BOULEVARD
SUITE 600
CORAL GABLES, FLORIDA 33134

A95000000308

Signed this 1st day of March, 1995.

Signature of the General Partner:

NEXT RAINTREE
DEVELOPMENT COMPANY, LTD.
a Florida limited partnership

By: NEXT RAINTREE DEVELOPMENT
CORPORATION
a Florida corporation

Its: General Partner

By: MANUEL M. MATO
Its: President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR - 6 PM 3:55

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, personally appeared MANUEL M. MATO, to me personally known to be the person described in and who subscribed the above Certificate of Limited Partnership and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 1st day of March, 1995.

Hector Formoso-Murias
NOTARY PUBLIC
State of Florida at Large

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of NEXT
RAINTREE, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is
\$142,065.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals \$142,065.00

This 1st day of March, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing
and that the facts alleged are true, to the best of my knowledge and belief.

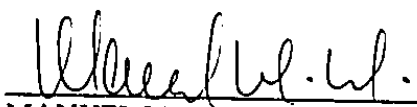
GENERAL PARTNER

**NEXT RAINTREE DEVELOPMENT COMPANY,
LTD. a Florida limited partnership**

**BY: NEXT RAINTREE DEVELOPMENT
CORPORATION**

a Florida corporation

Its: General Partner


By: MANUEL M. MATO
Its: President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR - 6 PM 3:55

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Garcera Márquez
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 OCT 11 PM 2:39

STATE OF FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000309

NEXT RAIN TREE, LTD.

Mailing Address

901 PONCE DE LEON BLVD., SUITE 600
CORAL GABLES FL 33134

Principal Office Address

901 PONCE DE LEON BLVD., SUITE 600
CORAL GABLES FL 33134

2. New Mailing Address, if Applicable

State Apt # etc.

City State & Zip

2a. New Principal Office Address, if Applicable

State Apt # etc.

City State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 03/06/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$142,065.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

Yes - Attach to this report
No - Attach to the next report

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$978.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

NEXT RAIN TREE DEVELOPMENT CORPORATION
901 PONCE DE LEON BLVD., SUITE 600
CORAL GABLES FL 33134

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc.

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1061 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City State & Zip Code

11c. Registry/
Document Number

NEXT RAIN TREE DEVELOPMENT CO

901 PONCE DE LEON BLV

CORAL GABLES FL 33134

A95000000308

3000001617319
-10/23/95--01032--013
****576.25 ****576.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

10/9/95

Typed or Printed Name of General Partner Signing Form

Telephone Number