120 East Hays Street
Tallahassee, FL 32301
(904) 222-8171
(904) 222-0781 FAX

800-142-8086

A95000000764

csc networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 2:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 2:13

ACCOUNT NO. : 072100000032

REFERENCE : 600573 83834A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 17, 1995

ORDER TIME : 11:17 AM

ORDER NO. : 600573

CUSTOMER NO: 83834A

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

Penthouse
1101 Brickell Avenue
Miami, FL 33131

TAX CUS 8.75
FILING 714.00
AGENT FEE 35.00
COPY 52.50
CERTIFIED 10.25
PY-BANK
BALANCE DUE
REFUND

Need today if poss.

DOMESTIC FILING

NAME: NEXT SUNRISE HOLDINGS, LTD.

000001494710
-05/19/95--01063--006
****810.25 ****810.25

____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: BM

5/17/95

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NEXT SUNRISE HOLDINGS, LTD.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

Name of Limited Partnership

The name of the limited partnership shall be:

NEXT SUNRISE HOLDINGS, 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:

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

ARTICLE IV

Signature of Registered Agent

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

FLAGSHIP DEVELOPMENT CORPORATION
a Florida corporation

By: MANUEL M. MATO
Its: President

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95 MAY 17 PM 2:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

FLAGSHIP DEVELOPMENT CORPORATION.
901 PONCE DE LEON BOULEVARD
SUITE 600
CORAL GABLES, FLORIDA 33134

P93000047963
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 2:08

Signed this 10th day of May, 1995.

Signature of the General Partner:

By: FLAGSHIP DEVELOPMENT CORPORATION
Its : General Partner

By: _____
MANUEL M. MATO
Its: President

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 10th day of May, 1995.

HECTOR FORMOSO-MURIAS
Notary Public-State of Florida
My Commission Expires AUG 25, 1995
COMM. # CC 13887v

_____
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 SUNRISE HOLDINGS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is $101,239.88.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals $101,239.88.

This 10th day of May, 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

FLAGSHIP DEVELOPMENT CORPORATION

By: MANUEL M. MATO
Its: President

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
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 OCT 11 PM 2:3

1. Name of Limited Partnership

NEXT SUNRISE HOLDINGS, LTD.

1a. DOCUMENT #
A95000000764

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable
Suite, Apt. # etc.
City, State & Zip

2a. New Principal Office Address, if Applicable
Suite, Apt. # etc.
City, State & Zip

-1-000001-6-1-72801-
-10/23/95--01032--011
****576.25 ****576.25

Mailing Address	Principal Office Address
901 PONCE DE LEON BLVD., SUITE 600 CORAL GABLES FL 33134	901 PONCE DE LEON BLVD., SUITE 600 CORAL GABLES FL 33134

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
05/17/1995		FL

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	7. CERTIFICATE OF STATUS REQUIRED
$101,239.88			X Applied For Not Applicable

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 $576.25 ($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	10. If changed, new Registered Agent/Office
FLAGSHIP DEVELOPMENT CORPORATION 901 PONCE DE LEON BLVD., SUITE 600 CORAL GABLES FL 33134	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 620.192, 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. Registration/ Document Number
FLAGSHIP DEVELOPMENT CORPORA	901 PONCE DE LEON BLV	CORAL GABLES FL 33134	P93000042963

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)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) 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

CR2E003 (6/95)

0001906