

RUDEN, BARNETT, McCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

ATTORNEYS AT LAW

200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

MIAMI
NAPLES

TALLAHASSEE

A9500001077

MIAMI (305) 789-2700
BOCA RATON (407) 392-9771
FAX (305) 764-4996

WRITER'S DIRECT DIAL NUMBER

(305) 527-6221

July 14, 1995

HAND DELIVERY

Florida Department of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

FILED
SECRETARY OF CORPORATIONS
DIVISION
95 JUL 17 PM 1:13

Re: Certificate of Limited Partnership of Zaldivar Partnership, Ltd.

Gentlemen:

20000154177
-07/19/95--01073--022
***1837.50 ***1837.50

Enclosed please find the following:

1. One original and one copy of the Certificate of Limited Partnership of Zaldivar Partnership, Ltd.
2. A check in the amount of \$1,837.50 in payment of the following:
 - (a) filing fee in the amount of \$1,750.00; and
 - (b) one certified copy in the amount of \$52.50; and
 - (c) Registered Agent fee in the amount of \$35.00.

Please return the certified copy and a date-stamped copy to our messenger. If you have any questions with regard to this matter, please call the undersigned collect at (305) 764-6660.

C. TAX 1,750.00
FILING 35.00
R. AGENT FEE 5.50
COPY 1,837.50
TOTAL
BANK
BALANCE DUE
FILING

Very truly yours,

**RUDEN, BARNETT, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.**

Ann Marie La Pera
Ann Marie La Pera
Legal Assistant for the
Corporate & Finance Department

Enclosures

BK
7/17/95

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZALDIVAR PARTNERSHIP, LTD.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUL 17 PM 1:13

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Zaldivar Partnership, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Mary Zaldivar, 13301 S.W. 72nd Avenue, Miami, Florida 33156.

3. The name and address of the agent for service of process required to be maintained by Section 630.105(2) of the Act is Mary Zaldivar, c/o Mary Zaldivar, 13301 S.W. 72nd Avenue, Miami, Florida 33156.

4. The name and address of the sole General Partner of the Partnership is as follows:

GENERAL PARTNER

Mary Zaldivar

BUSINESS ADDRESS

13301 S.W. 72nd Avenue
Miami, Florida 33156

5. A mailing address for the Partnership is as follows:

c/o Mary Zaldivar
13301 S.W. 72nd Avenue
Miami, Florida 33156

6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this
Certificate this 1st day of March, 1995.

GENERAL PARTNER

Mary Zaldivar
MARY ZALDIVAR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 17 PM 1:13

Prepared by: Dan P. Moller, Esq.
Florida Bar #0477220
Ruden, Barnett, McClosky, Smith,
Schuster & Russell, P.A.
701 Brickell Avenue
Suite 1900
Miami, Florida 33131
(305) 789-2735

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
ZALDIVAR PARTNERSHIP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 17 PM 12:13

The undersigned, constituting the sole General Partner of Zaldivar Partnership, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$2,263,738.00 and no additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

Mary Zaldivar
MARY ZALDIVAR

Prepared by:

Dan P. Heller, Esq.
Florida Bar #0472220
Ruden, Barnett, McClosky, Smith,
Schuster & Russell, P.A.
701 Brickell Avenue
Suite 1900
Miami, Florida 33131
(305) 789-2735

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

FILED STATE
SECRETARY OF CORPORATIONS
95 JUL 17 PM 1:13

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Zaldivar Partnership, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that the undersigned is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 10 day of March, 1995.

Mary Zaldivar
MARY ZALDIVAR

Prepared by: Dan P. Moller, Esq.
Florida Bar #0472220
Rosen, Barnett, McClosky, Smith,
Schuster & Russell, P.A.
701 Brickell Avenue
Suite 1900
Miami, Florida 33131
(305) 789-2735

FILE ON OR BEFORE DECEMBER 31, 1995 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mornem
Secretary of State
DIVISION OF CORPORATE

FILED

95 DEC 19 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001077

ZALDIVAR PARTNERSHIP, LTD.

Mailing Address

C/O MARY ZALDIVAR
13301 S.W. 72ND AVENUE
MIAMI FL 33156

Principal Office Address

C/O MARY ZALDIVAR
13301 S.W. 72ND AVENUE
MIAMI FL 33156

2. New Mailing Address, if Applicable

Suite, Apt. #, etc. 300001672413
-12/28/95-01010-025
City, State & Zip ***464.50 ***464.43

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

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 07/17/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record: \$2,283,738.00

5b. Amount of Capital Contributions in
FLORIDA to date: 45,276.00

6. FEI Number

65-0566165

Applied For

7. CERTIFICATE OF STATUS REQUIRED

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 \$578.25 (\$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

ZALDIVAR, MARY
13301 S.W. 72ND AVENUE
MIAMI FL 33156

10. If changed, new Registered Agent/Office

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, I 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

ZALDIVAR, MARY

13301 S.W. 72ND AVENUE

MIAMI FL 33156

AKS 3/16/93
SUF 138.75
LWS 88.75

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

DATE DEC. 12, 1995

Typed or Printed Name of General Partner Signing Form MARY ZALDIVAR

Telephone Number (305) 238-5935

CR2E003 (6/95)

SENT BY: RUDEN MCCLOSKEY

2-16-96 5:16 PM

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10 1

A95000001077

2/16/96

FLORIDA DIVISION OF CORPORATIONS

3:57 PM

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

((H96000002328)))

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E. HOWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA PERLA

FAX: (904) 922-4000

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000002328)))

DOCUMENT TYPE: LIMITED PARTNERSHIP AMENDMENT

NAME: ZALDIVAR PARTNERSHIP, LTD.

FAX AUDIT NUMBER: H96000002328

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/16/1996

TIME REQUESTED: 15:57:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$105.00

ACCOUNT NUMBER: 076077000521

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000002328)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-2 FOR HELP* VT102 * FDX * 9600 E71 * LOG CLOSED * PRT OFF * 9600

FILED

96 FEB 19 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A95000001077

KWM

DIVISION OF CORPORATIONS

96 FEB 19 AM 8:15

RECEIVED

219

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AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZALDIVAR PARTNERSHIP, LTD.

FILED

96 FEB 19 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Certificate of Limited Partnership of Zaldivar Partnership, Ltd., a Florida limited partnership ("Partnership"), filed with the Department of State on July 17, 1995, Charter Number A93000001077, is hereby amended to change the General Partner of the Partnership, as shown below.

Paragraph 4 of the Certificate of Limited Partnership of this Partnership is amended to read in its entirety as follows:

4. The name and business address of each General Partner of the Partnership is:

Zaldivar Group, Inc. - 996000014551
13301 S.W. 72nd Avenue
Miami, Florida 33156

Except as amended hereby, the terms of the Certificate of Limited Partnership of this Partnership shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President of the sole general partner of the Partnership, has hereunto subscribed his hand and seal to this Amendment as of this 15 day of February, 1996.

This Amendment to the Certificate of Limited Partnership shall be effective upon the filing hereof.

GENERAL PARTNER:

ZALDIVAR GROUP, INC.,
a Florida corporation

By: Mary Zaldivar
Mary Zaldivar
President

Prepared by:

Don P. Miller, Esq., FL Bar #472220
Rudon McClusky, Esq., 700 Bristol Ave.
Miami, FL 33131
(305) 789-2700

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