

300 HOFF STREET
TALLAHASSEE, FL 32301
904-222-1111
1-800-222-1111

A95000002072



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-01/02/96--01086--011
***1837.50 ***1837.50

ACCOUNT NO. : 072100000032
REFERENCE : 783743 82273A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : December 27, 1995
ORDER TIME : 11:40 AM
ORDER NO. : 783743
CUSTOMER NO: 82273A

CUSTOMER: Robert J. Black, esq
BLACK & BLACK, P.A.
4500 Le Jeune Road
Coral Gables, FL 33146

FILED
95 DEC 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FF - \$1,750.00
RA - \$35.00
CC - \$52.50

DOMESTIC FILING

NAME: RIAL ASSOCIATES, LTD.

File 2nd

12/28/95

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: Lori R. Dunlap

EXAMINER'S INITIALS: _____

THIS DOCUMENT PREPARED BY:

Robert J. Black, Esquire
Black and Black, P.A.
7520 Red Road, Suite J
South Miami, Florida 33143

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95 DEC 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

RIAL ASSOCIATES, LTD.

A95000002072

The understand, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is RIAL ASSOCIATES, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

8240 S.W. 98th Street
Miami, Florida 33156-2556

(b) The name and address of the Partnership's agent for service of process is:

ALEJANDRO A. PUENTE
8240 S.W. 98th Street
Miami, Florida 33156-2556

3. The name and address of the General Partner is:

RIAL MANAGEMENT CORP.
8240 S.W. 98th Street
Miami, Florida 33156

4. The mailing address for the Limited Partnership is:

8240 S.W. 98th Street
Miami, Florida 33156-2556

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until January 1, 2015, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 26 day of December, 1995.

GENERAL PARTNER:

RIAL MANAGEMENT CORP.

By: [Signature]
RICARDO PUENTE, PRESIDENT

95 DEC 28 11:11:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

STATE OF Florida

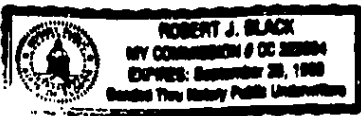
COUNTY OF Dade

BEFORE ME, THE UNDERSIGNED AUTHORITY, this day personally appeared RICARDO PUENTE, who produced identification in the form of Driver's License and who acknowledged before me that he executed the above for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of December, 1995.

MY COMMISSION EXPIRES:

[Signature]
Notary Public, State of Florida



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
ALEJANDRO A. PUENTE

AFFIDAVIT


STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared, RICARDO PUENTE, as President of RIAL MANAGEMENT CORP., a Florida corporation, general partner of RIAL ASSOCIATES, LTD. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of RIAL MANAGEMENT CORP., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name RIAL ASSOCIATES, LTD.
3. The capital contribution and anticipated capital of the initial limited partners is \$ 600,000.00.
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this Affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT


 RICARDO PUENTE

95 DEC 28 AM 11:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

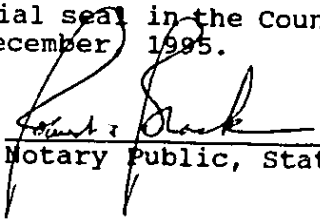
STATE OF Florida

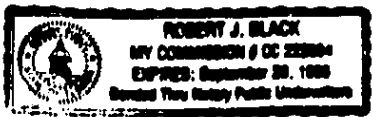
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, this day personally appeared RICARDO PUENTE, who produced identification in the form of DRIVERS LICENSE and who acknowledged before me that he executed the above for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of December 1995.

MY COMMISSION EXPIRES:


 Notary Public, State of Florida



FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 28 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
RIAL ASSOCIATES, LTD.

1a. DOCUMENT #
A95000002072

2. New Mailing Address, If Applicable

Mailing Address: **8240 SW 85TH ST. MIAMI FL 33156-2596**

Principal Office Address: **8240 SW 85TH ST. MIAMI FL 33156-2596**

Suite, Apt # etc: **7000001729147**

City, State & Zip: **-03/01/96--01039--016**
*******576.25 *****576.25**

2a. New Principal Office Address, If Applicable

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: **12/20/1995**

3a. Date of Last Report

4. State or Country of Formation: **FL**

Suite, Apt #, etc

City, State & Zip

5a. Capital Contributions as Shown on Record: **\$800,000.00**

5b. Amount of Capital Contributions in FLORIDA to date: **\$600,000.00**

6. FEI Number: **65-0627752**

7. CERTIFICATE OF STATUS REQUIRED

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 \$25 and a maximum of \$437.50. 2.) Supplemental Fee \$138.75 (pursuant to section 607 193, F.S.)

THE AMOUNT (FEE SHALL BE) NO LESS THAN \$25.00 AND NO MORE THAN \$437.50 + \$138.75.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

Handwritten: 2/29

9. Name and Address of Current Registered Agent

PUEENTE, ALEJANDRO A
8240 SW 85TH ST.
MIAMI FL 33156-2596

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 1052, 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 imposed by section 620 192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *[Signature]* DATE **FEBRUARY 7, 1996**

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Number)	11b. City, State & Zip Code	11c. Registration/Document Number
RIAL MANAGEMENT CORP.	8240 SW 85TH ST.	MIAMI FL 33156	P05000007022

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 for 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 provided on this annual report is true, 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, partner or trustee empowered to execute this statement as required by chapter 620, Florida Statutes.

SIGNATURE *[Signature]* DATE **FEBRUARY 7, 1996**

Typed or Printed Name of General Partner Signing Form: **ALEJANDRO A. PUENTE** Telephone Number: **(305) 374-1515**

CR12E003 (1/95)