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LAW OFFICES

DOUMAR, CURTIS, CROSS, LAYSTROM & PERLOFF

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

RAYMOND A. DOUMAR, RA.
CHARLES L. CURTIS, RA.
WILLIAM S. CROSS, RA.
C. WILLIAM LAYSTROM, JR., RA.
JOHN W. PERLOFF, RA.

1177 SOUTHEAST THIRD AVENUE
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E. SCOTT ALLEWORTH, RA.
JOHN D. VOIGT, RA.
JEFFREY S. WACHS, RA.
MARK E. ALLWORTH, RA.
STUART J. MACIVER, RA.
RUSSELL L. FORNEY, RA.

ALSO ADMITTED IN MICHIGAN

ALSO ADMITTED IN FLORIDA

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

ALSO ADMITTED IN PENNSYLVANIA

January 17, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

8000001693758
01/19/96--01109--001
****140.00 ****140.00

Re: THE RAMIREZ FAMILY
LIMITED PARTNERSHIP

Gentlemen:

Enclosed please find the Certificate of Limited Partnership of The Ramirez Family Limited Partnership, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions.

In addition, also enclosed is our check in the amount of \$140.00 which is comprised of:

A. \$87.50 - registration of registered agent and filing fee for \$5,000 of contributions; and

B. \$52.50 - certified copy of Certificate of Limited Partnership;

A self addressed stamped envelope is also enclosed for your convenience in returning the certified copy of the Certificate of Limited Partnership.

If any additional information is required, please do not hesitate to contact me. Thank you for your courtesies extended in this matter.

Very truly yours,

Jeffrey S. Wachs
For the Firm

JSW:lb
Enclosures

87.50 - FF.
52.50 - CC

CM

FILED
JAN 19 1996
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE RAMIREZ FAMILY LIMITED PARTNERSHIP

THE UNDERSIGNED, constituting the General Partner of THE RAMIREZ FAMILY LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. THE RAMIREZ FAMILY
LIMITED PARTNERSHIP

2. The address of the office of the Partnership is
7300 N.W. 35th Avenue
Miami, FL 33147

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

PGM INVESTMENTS, INC.
7300 N.W. 35th Avenue
Miami, FL 33147

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. Mailing address of the Partnership is.

THE RAMIREZ FAMILY
LIMITED PARTNERSHIP
c/o PGM Investments,
General Partner
7300 N.W. 35th Avenue
Miami, FL 33147

6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157
of the Florida Statute, however, no later than
December 31, 2020.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of THE RAMIREZ FAMILY LIMITED PARTNERSHIP, this 16th day January, 1996.

GENERAL PARTNER:

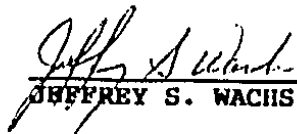
PGM INVESTMENTS, INC.

[Signature]
By: PEDRO M. RAMIREZ, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE RAMIREZ FAMILY LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:


JEFFREY S. WACHIS

FILED
96 JAN 19 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared PEDRO M. RAMIREZ, the President of PGM INVESTMENTS, INC., the General Partner of THE RAMIREZ FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows:


NONE

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED this 16th day of January, 1996.



PEDRO M. RAMIREZ

FILED
JAN 19 PM 1:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

SWORN TO AND SUBSCRIBED before me, the undersigned authority,
by PEDRO M. RAMIREZ, President and who appeared personally before
me and took an oath, who is personally known to me or who produced
his _____ as identification,
on this 11th day of January, 1996.

Loures M. Echazabal
Notary Public, State of Florida
Print Name: Loures M Echazabal
My Commission Number: CC 401608
My Commission Expires: 8/18/98



FILED
95 JUN 19 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA