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October 2, 1997

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Via Federal Express

Ms. Gretchen Harvey
Registration Section
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Club Kendall, Inc.*
Club Kendall, Ltd.

Dear Gretchen:

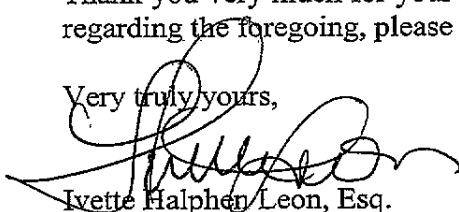
Enclosed please find the Articles of Incorporation of Club Kendall, Inc. to be filed with the Secretary of State, along with our firm's check in the amount of \$122.50 to cover the cost of same.

Enclosed you will also find the Certificate of Limited Partnership of Club Kendall, Ltd. to be filed with the Secretary of State, along with our firm's check in the amount of \$150.50 to cover the cost of same. Please note that Club Kendall, Inc. is the general partner of Club Kendall, Ltd., therefore it must be incorporated first.

Please process these as soon as possible – we have a closing involving these entities early next week. We would appreciate it if you would fax us confirmation that these entities have been created. Our fax number is (305) 221-5321.

Thank you very much for your assistance in this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.
:IHL
Enclosure

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2156

Name Availability	GA
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLUB KENDALL, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

Club Kendall, Ltd.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A & P Registered Agent, Inc.
2450 S.W. 137th, Avenue, Suite 226
Miami, Florida 33175

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

Club Kendall, Inc. ✓
c/o Adolfo Navarro
8570 N.W. 3rd Lane
Unit 205
Miami, Florida 33126

PA7000086047

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Peña, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

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Club Kendall, Ltd.
c/o Club Kendall, Inc.
8570 N.W. 3rd Lane
Unit 205
Miami, Florida 33126

5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is
as follows:

Club Kendall, Ltd.
c/o Club Kendall, Inc.
8570 N.W. 3rd Lane
Unit 205
Miami, Florida 33126

5. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is October 3,
2047.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited
Partnership to be executed at Miami, Florida, this 2nd day of October, 1997.

Club Kendall, Inc.

By: _____

Adolfo Navarro, President

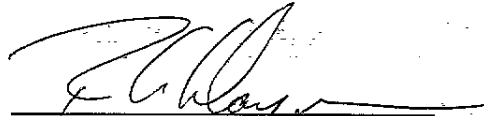
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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as
registered agent for Club Kendall, Ltd., a Florida limited partnership, and accepts all obligations
imposed on it as such under Florida law.

Executed this 2nd day of October, 1997.

By:


Richard A. Alayon, Esq., President
A & P Registered Agent, Inc.

AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The undersigned General Partner of Club Kendall, Ltd. (the "Limited Partnership"), being
duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through
this date is NINE THOUSAND DOLLARS (\$9,000), and the anticipated future capital
contributions of the limited partners to the Limited Partnership is not yet known or zero dollars
(\$0).

CLUB KENDALL, INC.

By: 
ADOLFO NAVARRO, President

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The foregoing instrument was subscribed and sworn to before me by ADOLFO
NAVARRO, President of Club Kendall, Inc., this 2nd day of October, 1997. He is personally
known to me or has produced his Florida Driver's License as identification and did take an oath.


Name: Ivette Leon
Notary Public
State of Florida at Large

My Commission Expires:



Ivette Halphen Leon
My Commission CC578258
Expires Aug. 18, 2000