



THE UNITED STATES
CORPORATION
COMPANY

A97000002231

RECEIVED

97 OCT 16 PM 1:30

DEPARTMENT OF STATE
ACCOUNT NO. 072100000032
DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA
REFERENCE: 567275 4303929

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 140.

ORDER DATE : October 16, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 567275-010

300002322123--4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN,
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CUELLAR HOUSING ASSOCIATES,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:12

bpc 10/16/97

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CUELLAR HOUSING ASSOCIATES, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:12

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being all of the General Partners of CUELLAR HOUSING ASSOCIATES, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CUELLAR HOUSING ASSOCIATES, LTD.

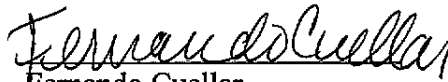
2. The business address and the mailing address of the limited partnership is 4001 Park Avenue, Coconut Grove, Florida 33133.

3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Fernando Cuellar.

4. The Florida street address for the registered agent is 4001 Park Avenue, Coconut Grove, Florida 33133.

5. **Agent Acceptance of Appointment of Registered**

Having been named the statutory registered agent of CUELLAR HOUSING ASSOCIATES, LTD., at the place designated in this Certificate of Limited Partnership of CUELLAR HOUSING ASSOCIATES, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


Fernando Cuellar

6. The name and business address of the general partner is as follows: Fernando Cuellar, 4001 Park Avenue, Coconut Grove, Florida 33133.

7. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 15th day of October, 1997 in accordance with Section 620.114 of the Act.

Fernando Cuellar
Fernando Cuellar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:12

AFFIDAVIT

The undersigned, constituting all of the General Partners of CUELLAR HOUSING ASSOCIATES, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

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.

Fernando Cuellar
Fernando Cuellar