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Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

December 5, 1997

VIA FEDERAL EXPRESS

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-12/08/97--01082--001
***1785.00 ***1785.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Rodriguez Family Investment Co., Ltd.

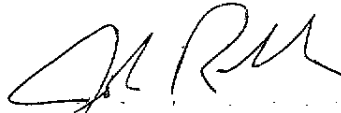
Dear Sir/Madam:

Enclosed please find two (2) originals of the Affidavit of Capital Contributions and Certificate of Limited Partnership of Rodriguez Family Investment Co., Ltd. for the above referenced limited partnership. Please file one (1) original of each and return one (1) original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested document, along with our check in the amount of \$1,785 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY


John W. Randolph

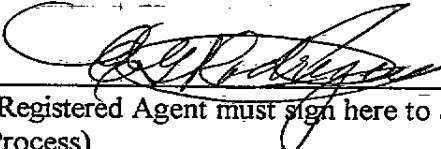
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RODRIGUEZ FAMILY INVESTMENT CO., LTD.**

1. RODRIGUEZ FAMILY INVESTMENT CO., LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 142 Palm Avenue, Miami Beach, Florida 33139
(The Business Address of the Limited Partnership)
3. EUGENIO GUILLERMO RODRIGUEZ
(Name of Registered Agent for Service of Process)
4. 142 Palm Avenue, Miami Beach, Florida 33139
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 142 Palm Avenue, Miami Beach, Florida 33139
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2056.

- | 8. NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|---|--|
| Eugenio Guillermo Rodriguez, as Trustee of the Eugenio Guillermo Rodriguez Revocable Trust, dated November 11, 1997 | 142 Palm Avenue
Miami Beach, FL 33139 |
| Nora Rodriguez, as Trustee of the Nora Rodriguez Revocable Trust, dated November 11, 1997 | 142 Palm Avenue
Miami Beach, FL 33139 |

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TALLAHASSEE, FLORIDA

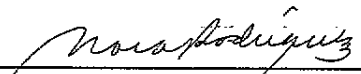
Signed this 11th day of Nov., 1997.

Signature of all General Partners:

EUGENIO GUILLERMO RODRIGUEZ,
as Trustee of the Eugenio Guillermo
Rodriguez Revocable Trust, dated
November 11, 1997

By: 
EUGENIO GUILLERMO RODRIGUEZ,
as Trustee

NORA RODRIGUEZ, as Trustee of the
Nora Rodriguez Revocable Trust, dated
November 11, 1997

By: 
NORA RODRIGUEZ, as Trustee

GENERAL PARTNERS

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of Rodriguez Family Investment Co., Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$3,346,200.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,346,200.

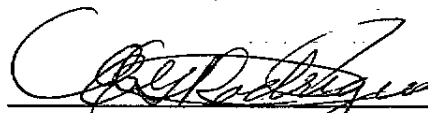
This 11th day of NOVEMBER, 1997.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNERS:

EUGENIO GUILLERMO RODRIGUEZ, as
Trustee of the Eugenio Guillermo Rodriguez
Revocable Trust, dated November 11, 1997


EUGENIO GUILLERMO RODRIGUEZ, as
Trustee

NORA RODRIGUEZ, as Trustee of the Nora
Rodriguez Revocable Trust, dated November,
11, 1997


NORA RODRIGUEZ, as Trustee

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TALLAHASSEE, FLORIDA