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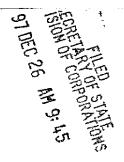


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NEW FILINGS Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	- 1 1 1 4 4 1 8 2
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	CERT 52.50
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Date:	No.	· · · · · · · · · · · · · · · · · · ·



LORIE ASSOCIATES, LTD. <u>CERTIFICATE OF LIMITED PARTNERSHIP</u>

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

- 1. The name of the Limited Partnership shall be LORIE ASSOCIATES, LTD.
- 2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.
- 3. The location of the principal place of business is 814 Ponce de Leon Boulevard, Suite 410, Coral Gables, Florida 33134. The name and address of the agent for service of process is LUIS F. LORIE, 814 Ponce de Leon Boulevard, Suite 410, Coral Gables, Florida 33134.
- 4. The name and business address of the General Partner shall be as follows:

Lorie Investments, Inc. 814 Ponce de Leon Boulevard, Suite 410 Coral Gables, Florida 33134

5. The mailing address for the Limited Partnership shall be as follows:

Lorie Associates, Ltd. 814 Ponce de Leon Boulevard, Suite 410 Coral Gables, Florida 33134

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the party hereto has executed this Certificate of Limited Partnership on the 22 day of December, 1997, effective upon filing same with the Florida Department of State.

LORIE INVESTMENTS, INC.,

General Partner

BY:

LUIS V. JORIZ, President

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by LUIS F. LORIE, President of LORIE INVESTMENTS, INC., who did execute the foregoing Certificate of Limited Partnership as President of the General Partner, who is personally known to me, or who has produced as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Signature - NOTARY PUBLIC

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Printed Name of NOTARY PUBLIC

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for LORIE ASSOCIATES, LTD., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

BY:

CERTIF.LOR 23/3*4924

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared LUIS F. LORIE, President of LORIE INVESTMENTS, INC., the general partner of LORIE ASSOCIATES, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000.

This 22nd day of December, 1997.

FURTHER AFFIANT SAYETH NAUGHT.

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

LORIE INVESTMENTS, INC.,

General Partner

BY:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 ml day of December, 1997, by LUIS F. LORIE, President of LORIE INVESTMENTS, INC., who did execute the foregoing Affidavit of Capital Contributions as President of the General Partner, who is personally known to me, or who has produced MA as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Robet G. Staven
Signature - NOTARY PUBLIC

ROSERT A. STAMEN Printed Name of NOTARY PUBLIC