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FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

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NAME: FIRC DOUGLAS LTD.

AUDIT NUMBER.....H98000003679

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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FAX AUDIT NUMBER:

H98000003679

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR FIRC DOUGLAS LTD.**

In accordance with the provisions of Fla. Stat. §620.108, this Certificate of Limited Partnership is executed and filed by the undersigned for the purpose of forming FIRC Douglas Ltd. as a Florida limited partnership.

1. The name of the Limited Partnership is FIRC Douglas Ltd.
2. Its record keeping office, as required under Fla. Stat. §620.105, and at which will be maintained the records required to be maintained under Fla. Stat. §620.106, will be 2299 Douglas Road, 4th Floor, Miami, Florida 33145. The mailing address will be the same as the record keeping office address.
3. Its agent for service of process, as required to be maintained under Fla. Stat. §620.105, will be FRAGA FAMILY CORP., a Florida corporation with an address at 2299 Douglas Road, 4th Floor, Miami, Florida 33145.
4. Its sole general partner is FRAGA FAMILY CORP. with a business address at 2299 Douglas Road, 4th Floor, Miami, FL 33145.
5. The latest date upon which the limited partnership is to dissolve is December 31, 2028.

This Certificate is executed pursuant to Fla. Stat. §620.114 by FRAGA FAMILY CORP., a Florida corporation, as the sole general partner of FIRC DOUGLAS Ltd. and its execution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FRAGA FAMILY CORP.

By: Antonio O. Fraga
Antonio O. Fraga, President

STATE OF FLORIDA)
COUNTY OF DADE) SS

24th day of February, 1998, by ANTONIO O. FRAGA, as President of FRAGA FAMILY CORP., a Florida corporation, on behalf of the corporation. He is personally known and took an oath.

Victoria Alfonso
NOTARY PUBLIC State of Florida

My Commission Expires:

G:\MCM\FIRCDOUG.CER
Feb 23, 1998 12:14 pm

PREPARED BY:

M. KRISTINA MORENO, ESQ.
25 S.E. 2ND AVE., #900, MIAMI, FL 33131
FLORIDA BAR NO. 259721



Victoria Alfonso
MY COMMISSION # CC683261 EXPIRES
September 23, 2001
BONDED THRU TROY FARM INSURANCE, INC.

FAX AUDIT NUMBER:
H98000003679

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 24 PM 08

FAX AUDIT NUMBER:
H98000003679ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FIRC DOUGLAS LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned hereby agrees to accept service of process for said Partnership, to accept the obligations imposed upon such agent by Florida Statute §620.192, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Executed this 24 day of February, 1998.

REGISTERED AGENT:

Fraga Family Corp.

By: Antonio O. Fraga

Antonio O. Fraga, President

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DIVISION OF CORPORATIONS
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FAX AUDIT NUMBER:
H98000003679STATE OF FLORIDA
COUNTY OF DADE) ss.
)AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THIS DAY before me, the undersigned officer, personally appeared Antonio O. Fraga ("Fraga"), as President of Fraga Family Corp. ("FFC"), the sole general partner of FIRC DOUGLAS LTD. a Florida limited partnership ("Partnership"), and who after being duly sworn, deposes and says:

1. The amount of capital contributions made to the Partnership by the limited partners is \$1,000.00.
2. The total amount anticipated to be contributed by the limited partners is \$1,000.00.

FURTHER AFFIANT SAYETH NOT.

Antonio O. Fraga
Antonio O. Fraga

SWORN TO AND SUBSCRIBED before me on this 24 day of February, 1998, by ANTONIO O. FRAGA, as President of FRAGA FAMILY CORP., a Florida corporation, on behalf of the corporation who is personally known to me.

Victoria Alfonso
NOTARY PUBLIC State of Florida

My Commission Expires:



Victoria Alfonso
MY COMMISSION # CC683251 EXPIRES
September 23, 2001
BONDED THRU TROT FARM INSURANCE, INC

FAX AUDIT NUMBER:
H98000003679