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A PROFESSIONAL ASSOCIATION

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February 25, 1998

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****150.50 ****150.50

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

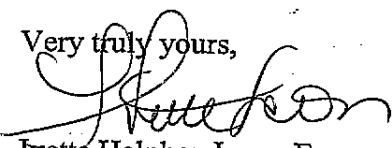
Re: WALLSTREET BLUES, LTD.

Dear Ms. Harvey:

Enclosed please find the Certificate of Limited Partnership of WALLSTREET BLUES, LTD.
Please process these papers as quickly as possible.

We have also enclosed a check in the amount of \$150.50 for the following: (a) \$63.00 for the filing fee (\$7.00 per \$1,000 of the capital contribution of the limited partners); (b) \$35.00 for the Registered Agent; and (c) \$52.50 for a certified copy. Should you require any further information, please do not hesitate to contact our offices.

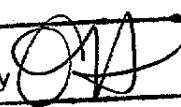
Very truly yours,


Ivette Halphen Leon, Esq.

:JHL

Enclosure

A98-526

Name Availability	
Document Examiner	GSH
Updater	GSH
Checker Verityer	GSH
Acknowledgment	GSH
W. P. Verityer	GSH

CORAFLLP
\$98.00-LP
\$52.50-CERT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 11:19

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WALLSTREET BLUES, 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:

WALLSTREET BLUES, 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:

Wallstreet Cafe, Inc. ✓
c/o Aurelio Rodriguez
10730 N.W. 25th Street
Miami, Florida 33172

798000018701

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

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

Wallstreet Blues, Ltd.
c/o Wallstreet Cafe, Inc.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175

5. **PRINCIPAL BUSINESS ADDRESS.**

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

Wallstreet Blues, Ltd.
Wallstreet Cafe, Inc.
10730 N.W. 25th Street
Miami, Florida 33172

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is February 25th

2048.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 25th day of February, 1998.

Wallstreet Cafe, Inc.

By: 

Aurelio Rodriguez, President

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ACCEPTANCE

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

Executed this 25th day of February, 1998.

By: _____

Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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AFFIDAVIT

STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

The undersigned General Partner of Wallstreet Blues, 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).

WALLSTREET CAFE, INC.

By: _____

AURELIO RODRIGUEZ, President

The foregoing instrument was subscribed and sworn to before me by Aurelio Rodriguez, President of Wallstreet Cafe, Inc., this 25 day of February, 1998. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath.



Name:
Notary Public
State of Florida at Large

My Commission Expires:



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