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JOSE M MARQUEZ LAW OFF.

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FLORIDA DIVISION OF CORPORATIONS

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FROM: NICOLAS FERNANDEZ
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ACCT#: 1025660006

CONTACT: ANA PEREZ-FERNANDEZ
PHONE: (305) 461-0404

FAX #: (305) 461-04

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NAME: HAINLIN MILL RANCH ESTATES, LTD

AUDIT NUMBER.....H98000008797

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

FAX AUDIT No.

H98000008797

CERTIFICATE OF LIMITED PARTNERSHIP OF

HAINLIN MILL RANCH ESTATES, LTD.,
a Florida Limited Partnership

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is HAINLIN MILL RANCH ESTATES, LTD.
2. The business address of the Partnership is: 9475 Journey's End Road, Coral Gables, Florida 33156.
3. The name and address of the Registered Agent for service of process of the Partnership are:

JOSE M. MARQUEZ 782 NW LeJeune Road, Suite 548
Miami, Florida 33126

4. The name and business address of the General Partner are as follows:

NAME	ADDRESS
MILL ESTATES, INC., a Florida corporation	9475 Journey's End Road Coral Gables, Florida 33156

5. The mailing address of the Partnership is: 9475 Journey's End Road
Coral Gables, Florida 33156.

6. The latest date upon which the Partnership shall dissolve is: May 31, 2048, unless sooner dissolved or terminated as provided by law.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FAX AUDIT No.

H98000008797

PREPARED BY: Jose M. Marquez, Esq. (FL Bar #250767)
782 NW LeJeune Rd., Suite 548
Miami, Florida 33126 (305) 447-1160

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

FAX AUDIT No.
H98000008797

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the General Partners of HAINLIN MILL RANCH ESTATES, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the Limited Partners is (\$0.00) dollars.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time is the sum of Fifty thousand (\$50,000.00) dollars.

This 1st day of May, 1998.

Under the 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.

General Partner:

MILL ESTATES, INC., a Florida corporation

By

ARMANDO J. GUERRA, President

ASEDANO'S OTHER CO., III LOAN CO. LTD.

FAX AUDIT No.
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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, this certificate of Limited Partnership has been
executed by the General Partner of HAINLIN MILL RANCH ESTATES, LTD., on
the 1st day of May, 1998.

GENERAL PARTNER:
MILL ESTATES, INC., a Florida corporation

By


ARMANDO J. GUERRA, President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAY 11 AM 10:08
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Having been named as Registered Agent for HAINLIN MILL RANCH
ESTATES, LTD., a Florida limited partnership ("the Partnership") in the foregoing
Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree
to accept service of process for the Partnership and to comply with any and all
statutes relative to the complete and proper performance of the duties of
Registered Agent, including Florida Statute 620.192.

REGISTERED AGENT


Jose M. Marquez
Signature 5/1/98

A SEDANO'S OTHER CO. III Cert. OF LTD.

FAX AUDIT No.

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