



THE UNITED STATES
CORPORATION
COMPANY

A98000001303

ACCOUNT NO. : 072100000032

REFERENCE : 831009 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

ORDER DATE : May 26, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 831009-010

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

400002534894--3

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 29 PM 3:23

DOMESTIC FILING

NAME: CUENCA SUN CENTRE, LTD.

EFFECTIVE DATE:

4980000029381

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

NYC 5/26/98
File 2nd

RECORDED
98 MAY 25 AM 11:29
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CUENCA SUN CENTRE, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 3:23

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of CUENCA SUN CENTRE, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CUENCA SUN CENTRE, LTD.
2. The business address and the mailing address of the limited partnership is 290 N.W. 165th Street, Suite PH5, Miami, Florida 33169.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Sam Cuenca.
4. The Florida street address for the registered agent is 290 N.W. 165th Street, Suite PH5, Miami, Florida 33169.

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of CUENCA SUN CENTRE, LTD., at the place designated in this Certificate of Limited Partnership of CUENCA SUN CENTRE, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Sam Cuenca


Agent for the Registered Agent

Dated: May 21, 1998

6. The name and business address of the general partner is as follows:

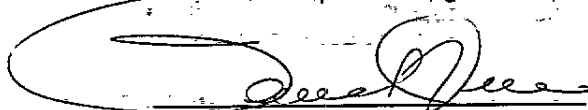
CUENCA SUN CENTRE, INC.
290 N.W. 165th Street, PH5
Miami, Florida 33169

898000046745

7. The latest date upon which the limited partnership is to dissolve is December 31, 2058.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 21 day of May, 1998 in accordance with §620.114 Florida Statutes.

CUENCA SUN CENTRE, INC.,
a Florida corporation, general partner


Sam Cuenca, President

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AFFIDAVIT

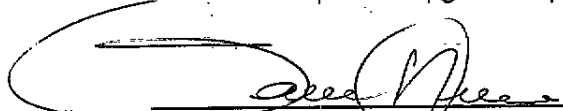
THE UNDERSIGNED, constituting all of the general partners of CUENCA SUN CENTRE, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$0.

FURTHER AFFIANT SAYETH NOT.

Under 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.

CUENCA SUN CENTRE, INC.,
a Florida corporation, general partner


Sam Cuenca, President