TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE JULIO RODRIGUEZ FAMILY LIMITED PARTNERSH

AUDIT NUMBER...... H98000012844

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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# CERTIFICATE OF LIMITED PARTNERSHIP OF THE JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP

- 1. The parties hereto do hereby certify that an Agreement was made effective the July 8, 1998 at Miami, Florida by the following, herein called "General Partner":
  - a) 8-31-57 Management Corporation, a Florida Corporation 8175 NW 7<sup>th</sup> Street, Miami, Florida 33126

and by following, hereinafter referred to as "Limited Partners":

- a) JULIO RODRIGUEZ & MARIA RODRIGUEZ
   3015 Desoto Bivd., Coral Gabies, Florida 33134
- b) JULIO A. RODRIGUEZ 3015 Desoto Blvd., Coral Gables, Florida 33134
- c) NEA RODRIGUEZ
   3015 Desoto Blvd., Coral Gables, Florida 33134
- d) MARIA T. GRECO 6934 Sunrise Ct., Coral Gables, Florida 33133
- 2. The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act.
- 3. Name. The name of the Limited Partnership is THE JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP.
- 4. Principal Place of Business. The location of the principal place of business of the Limited Partnership is 8175 NW 7<sup>th</sup> Street, Miami, Florida 33126. This is also the mailing address.
- 5. Registered Agent and Office. The registered agent for service of process for this Limited Partnership is JULIO RODRIGUEZ at 8175 NW 7<sup>TH</sup> Street, Miami, Florida 33126

J. LUIS GUINTANA FBNO. TUBABT 338 MINORCA AVE. (Oral Exbles, FC 33134 (305)446.0300

+198000012844

PAGE 1 OF CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT

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Page Two of Certificate of Limited Partnership of The Julio Rodriguez Family Limited Partnership

6. The General Partner. The General Partner of the Limited Partnership is:

General Partner 8-31-57 Management Corporation a Florida Corporation Business Address 8175 NW 7<sup>th</sup> Street Miami, Florida 33126

- 7. Term. The Limited Partnership shall begin on the date this certificate is filed with the Florida Department of State and shall continue for a period of forty-five (45) years thereafter unless sooner dissolved by law or by agreement of the parties hereto.
- 8. Authority to Execute and File this Certificate. The General Partner acknowledges and states that it is authorized to execute and file this Certificate for and on behalf of the JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP.

EXECUTED IN DUPLICATE ORIGINAL this June 21, 1998.

General Partner:

8-31-57 Management Corporation,

a Florida Corporation

By Julio Rodriguez

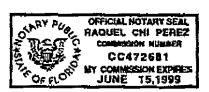
Position: President

DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, on this day personally appeared JULIO RODRIGUEZ the signer the within instrument, in his capacity as President of 8-31-57 Management Corporation, a Florida Corporation, known to me to be the person whose name is subscribed to the foregoing instrument or produced his driver's license and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of the JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this state 27, 1998.



Notary in and for Dade County, Florida My Commission Expires:

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PAGE 2 OF CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT

#### H980000128 H4

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in accordance with said Act:

That the JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Certificate of Limited Partnership in the City of Coral Gables, County of Dade, State of Florida, has named JULIO RODRIGUEZ whose address is 8175 NW 7<sup>TM</sup> Street, Miami, Florida 33126, County of Miami-Dade, State of Florida 33134, as its agent to accept service of process within the state.

#### **ACKNOWLEDGEMENT**

Having been named to accept service of process for the above limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Date this June 2 1998

ULIO RODRIGUEZ

STATE OF FLORIDA )
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, on this day personally appeared JULIO RODRIGUEZ the signer of the within instrument, known to me to be the person whose name is subscribed to the foregoing instrument or produced his driver's license and has acknowledged to me that he executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND and seal of office, this June 2, 1998.

OFFICIAL NOTARY SEAL RACUEL, CHI PEREZ CONSUMERO MININER CC472561
MT COMMUNICOR EXPRES JUNE 15,1989

Notary in and for Dade County, Florida My Commission Expires: SECRETARY; OF STATE DIVISION OF CORPORATIONS

PAGE 3 OF CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT

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#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the SOLE general partner of THE JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

- The amount of capital contributions to date of the limited partners is \$0.
- 2. The total amount contributed or anticipated to be contributed by the limited partners at this time totals \$66,666,67.

Dated this June 1998.

FURTHER AFFIANT SAYETH NOT.

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

General Partner:

ulio Rodriguez

8-31-57 Management Corporation, a Florida

Corporation

STATE OF FLORIDA )
COUNTY OF MIAMINDADE )

BEFORE ME, the undersigned authority, on this day personally appeared JULIO RODRIGUEZ the signer the within instrument, in his capacity as President of M J Corporation, a Florida Corporation, known to me to be the person whose name is subscribed to the foregoing instrument or produced his driver's license and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of the JULIO RODRIGUEZ FAMILY LIMITED PARTNERSHIP.

GIVEN UNDER MY HAND and seal of office, this Jone 1998.

OFFICIAL NOTARY SEAL RAQUEL CHI PEREZ COMMISSION NUMBER CC472681
MY COMMISSION EXPIRES JUNE 15,1999

Notary in and for Dade County, Florida My Commission Expires: 98.III 10 PM 3: 30

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