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NAME: WESTON PROFESSIONAL PLAZA, LTD.
AUDIT NUMBER.....H98000013446
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 4
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CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

OF

WESTON PROFESSIONAL PLAZA, LTD.

a Florida Limited Partnership

THE UNDERSIGNED, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE 1.

The name under which the Limited Partnership is to be conducted is WESTON PROFESSIONAL PLAZA, LTD.

ARTICLE 2.

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE 3.

The address of the office and the mailing address of the Limited Partnership shall be:

**2500 Weston Road, Suite 103
Weston, Florida 33331**

ARTICLE 4.

The name and address of the registered agent for service of process for the Limited Partnership shall be:

**Manuel M. Arvesu, Esq.
2121 Ponce de Leon Boulevard
Suite 920
Coral Gables, Florida 33134**

ARTICLE 5.

The partnership shall commence on the date this Certificate is filed with the office of the Secretary of State, State of Florida and shall terminate on June 15, 2050 or upon such time as the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

**THIS INSTRUMENT WAS PREPARED BY:
MANUEL M. ARVESU, ESQUIRE
2121 Ponce de Leon Blvd., Suite 920
Coral Gables, FL 33134**

FL BAR NO. 525294 (305) 442-7442

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ARTICLE 6.

The name and business address of the general partner of the Limited Partnership is:

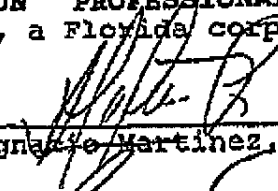
Weston Professional Center, Inc.
2500 Weston Road, Suite 103
Weston, Florida 33331

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 17th day of July, 1998.

GENERAL PARTNER:

WESTON PROFESSIONAL CENTER,
INC., a Florida corporation

BY:


Ignazio Martinez, President

(Seal)

REGISTERED AGENT:


Manuel M. Arvesu, Esq.

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

GENERAL PARTNER:

WESTON PROFESSIONAL CENTER,
INC., a Florida corporation

BY: [Signature]
Ignacio Martinez, President

REGISTERED AGENT:

[Signature]
Manuel M. Arvesu, Esq.

SWORN TO AND SUBSCRIBED before me on this 17th day of July,
1998.

[Signature]
Notary Public

Identification produced: personally known

My commission expires: _____



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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) ss
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ignacio Martinez, as President of WESTON PROFESSIONAL CENTER, INC., a Florida corporation (hereinafter referred to as the "General Partner") (hereinafter the General Partner and the limited partners shall be collectively referred to as the "Partners"), who after being duly sworn according to law, deposes and states as follows:

1. The Partners have formed a Limited Partnership known as WESTON PROFESSIONAL PLAZA, LTD.
2. The aggregate amount of the capital contribution of the Limited Partners to the Limited Partnership is One Hundred Thousand (\$100,000) Dollars (the "Capital Contribution"). The Limited Partners do not anticipate any additional amount to be contributed by them.
3. Each Limited Partner has contributed to the Limited Partnership in cash its Capital Contribution according to the percentage ownership interest of each Limited Partner as delineated in the Agreement of Limited Partnership.

WESTON PROFESSIONAL CENTER, INC., a
 a Florida corporation

BY: [Signature]
 Ignacio Martinez, President

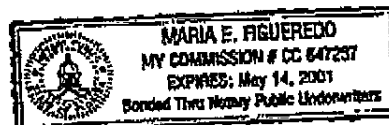
(Seal)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ignacio Martinez, as President of WESTON PROFESSIONAL CENTER, INC., a Florida corporation to me personally known to be the person described in or who produced _____ as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 17th day of July, 1998.

My commission expires:

[Signature]
 NOTARY PUBLIC,
 State of Florida at Large



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