

# ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. & T.C.)  
IVETTE HALPHEN LEON (FL. & FED)

OF-COUNSEL:  
EDWARD W. LEVIN

2450 S.W. 137TH AVENUE  
SUITE 226  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

A9800000/1958

August 17, 1998

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

300002618883--6  
-08/18/98--01049--001  
\*\*\*\*150.50 \*\*\*\*150.50

Re: *Adrian Industrial Enterprises, Ltd.*

Dear Ms. Harvey:

Enclosed please find the following:

- (1) Certificate of Limited Partnership of *Adrian Industrial Enterprises, Ltd.*;
- (2) check in the amount of \$150.50, made payable to the Department of State, representing your fees for processing the certificate of limited partnership;
- (3) Certificate of Officer/Director Resignation of *Frank Adrian Construction Co.*;
- (4) check in the amount of \$35.00, made payable to the Department of State, representing the resignation fee;
- (5) Articles of Amendment to Articles of Incorporation of *Frank Adrian Construction Co.*; and
- (6) check in the amount of \$35.00, made payable to the Department of State, representing the name change fee.

Please process these papers as quickly as possible.

Very truly yours,

Denise Gavica, Esq.

Name Availability	OR
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ADRIAN INDUSTRIAL ENTERPRISES, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,  
hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

ADRIAN INDUSTRIAL ENTERPRISES, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership are:

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 are as follows:

ADRIAN INDUSTRIAL ENTERPRISES, INC. ✓  
c/o Alvaro L. Adrian  
2460 S.W. 137th Avenue, Suite 238  
Miami, Florida 33175

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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:

ADRIAN INDUSTRIAL ENTERPRISES, LTD.  
c/o Adrian Industrial Enterprises, Inc.  
2460 S.W. 137th Avenue, Suite 238  
Miami, Florida 33175

5. **PRINCIPAL BUSINESS ADDRESS.**

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

ADRIAN INDUSTRIAL ENTERPRISES, LTD  
c/o Adrian Industrial Enterprises, Inc.  
2460 S.W. 137th Avenue, Suite 238  
Miami, Florida 33175

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is August 5, 2048.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this 11<sup>th</sup> day of August, 1998.

Adrian Industrial Enterprises, Inc.

By: 

Alvaro L. Adrian, President

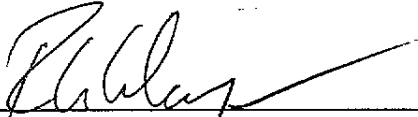
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ACCEPTANCE

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

Executed this 11<sup>th</sup> day of August, 1998.

By:

  
Richard A. Alayon, Esq.  
A&P Registered Agent, Inc.

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**AFFIDAVIT**

STATE OF FLORIDA                     )  
                                                      )SS:  
COUNTY OF MIAMI-DADE            )

The undersigned General Partner of ADRIAN INDUSTRIAL ENTERPRISES, 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).

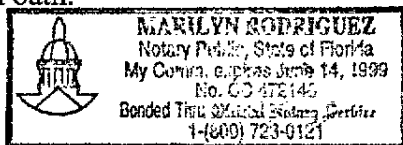
ADRIAN INDUSTRIAL ENTERPRISES, INC.

By: \_\_\_\_\_

Alvaro L. Adrian, President

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The foregoing instrument was subscribed and sworn to before me by ALVARO L. ADRIAN, President of Adrian Industrial Enterprises, Inc., this 18 day of August, 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: