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FAX NO.

P. 01

FLORIDA DIVISION OF CORPORATIONS
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((H98000018550 7)))

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FROM: RASCO, REININGER & PEREZ, P.A.
104076000124

ACCT#:

CONTACT: CARLOS A GATO
PHONE: (305) 261-0500
(305) 267-1787

FAX #:

NAME: FISHERMAN'S COVE DEVELOPERS, LTD.

AUDIT NUMBER.....H98000018550

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

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P. 02/05

Audit No. H98000018550

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FISHERMAN'S COVE DEVELOPERS, LTD.**

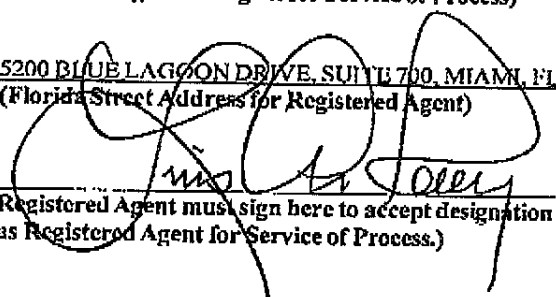
FISHERMAN'S COVE DEVELOPERS, LTD.

(Name of the Limited Partnership; must contain a suffix such
as "Limited", "Ltd." or "Limited Partnership")

901 S.W. 69TH AVENUE, MIAMI, FLORIDA 33144
(The Business Address of Limited Partnership)

MIAMI CORPORATE SYSTEMS, INC.
(Name of Registered Agent for Service of Process)

5200 BLUE LAGOON DRIVE, SUITE 700, MIAMI, FLORIDA 33126
(Florida Street Address for Registered Agent)


Registered Agent must sign here to accept designation
as Registered Agent for Service of Process.)

901 S.W. 69TH AVENUE, MIAMI, FLORIDA 33144
(The Mailing Address of the Limited Partnership)

1. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2036.

2. **NAME OF GENERAL PARTNER(S)** **SPECIFIC ADDRESS**

CENTURY MANAGEMENT GROUP, INC.,
a Florida corporation *897-11266*

901 S.W. 69TH Avenue
Miami, Florida 33144

LABIADA & PRIETO LAND CORP.,
a Florida corporation *898-45948*

130 WEST 53RD Street
Hialeah, Florida 33012

Audit No. H98000018550

This Instrument Prepared by: Jorge M. Vigil, Esq.
Rasco Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami, Florida 33126/(305) 261-0500
Florida Bar No. 224707

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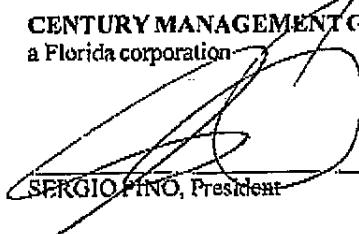
P. 03/05

Audit No.: H98000018550

Signed this 2nd day of October, 1998.

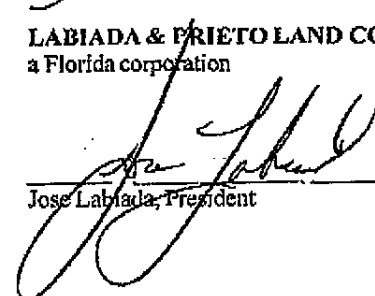
Signature of all general partners:

CENTURY MANAGEMENT GROUP, INC.,
a Florida corporation



SERGIO PINO, President

LABIADA & PRIETO LAND CORP.,
a Florida corporation



Jose Labiada, President

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P. 04/05

Audit No.: H98000018550

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of **FISHERMAN'S COVE DEVELOPERS, LTD.**, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partner is \$300,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$300,000.00.

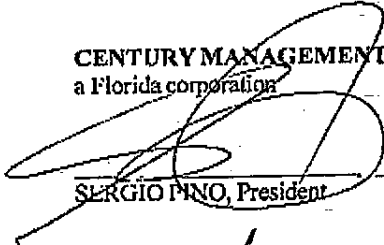
This 2nd day of October, 1998.

FURTHER AFFIANT SAYETH NOT.

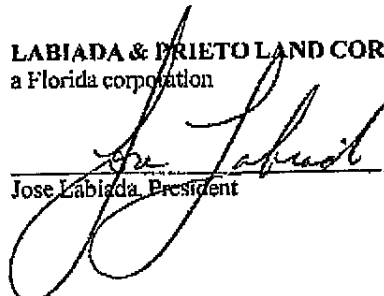
Under penalties of perjury I(we) declare that I(we) have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNERS:

CENTURY MANAGEMENT GROUP, INC.,
a Florida corporation


SERGIO PINO, President

LABIADA & PRIETO LAND CORP.,
a Florida corporation


Jose Labiada, President

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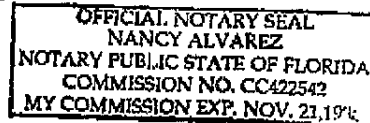
P. 05/05

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2 day of October, 1998, by SERGIO PINO, the President of CENTURY MANAGEMENT GROUP, INC., who is personally known to me or who have produced _____ as identification.

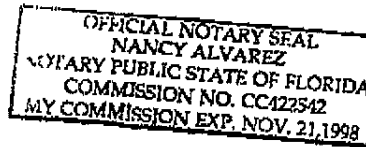

Print Name: Nancy Alvarez
Notary Public



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2 day of October, 1998, by Jose Labiada, the President of LABIADA & PRIETO LAND CORP., who is personally known to me or who have produced Diversions as identification.


Print Name: Nancy Alvarez
Notary Public



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