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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 AM 9:10

ACCOUNT NO. : 072100000032

REFERENCE : 027081 4815732

AUTHORIZATION :

Patricia Puyata

COST LIMIT : \$ 145.25

148.75

ORDER DATE : November 10, 1998

ORDER TIME : 11:50 AM

ORDER NO. : 027081-005

CUSTOMER NO: 4815732

800002684628--9

CUSTOMER: Ms. Elizabeth Doddridge
HUGHES HUBBARD & REED
HUGHES HUBBARD & REED
Ste 2500, Miami Center Bldg.
201 South Biscayne Boulevard
Miami, FL 33131

96.25

148.75

DOMESTIC FILING

NAME: CODINA/TRADEWIND NO. 7,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

RECEIVED
98 NOV 10 PM 1:13
DIVISION OF CORPORATIONS

ML
11/12/98

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CODINA/TRADEWIND NO. 7, LTD.

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The undersigned general partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et seq.), as follows:

1. Name. The name of the limited partnership (the "Partnership") is Codina/Tradewind No. 7, Ltd.

2. Purpose. The purpose of the Partnership is to conduct a real estate business and more particularly, the holding, improving, developing, operating, purchasing and selling of real property, but the limited partnership is also authorized to conduct any other lawful business.

3. Registered Agent and Address. The location of the Partnership's principal place of business required to be maintained by the Partnership pursuant to Section 620.105 of the Florida Statutes is Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134, and the name of the registered agent of this Partnership at that address is Henry Befeler.

4. Name and Address of General Partner. The name and business address of the sole general partner is Codina West Dade Development Corp. No. 7, a Florida corporation, Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134.

798000095249

5. Mailing Address. The mailing address of the Partnership is Two Alhambra Plaza, Penthouse 2, Coral Gables, Florida 33134.

6. No Liability. Except as required by law, the limited partners of the Partnership shall have no personal liability for the obligations of the Partnership.

7. Dissolution. The latest date for the Partnership to be dissolved is December 31, 2050, unless sooner dissolved and terminated as provided in the Partnership's Agreement of Limited Partnership or by law.

8. This Certificate of Limited Partnership is made in accordance with Section

620.108 of the Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of Codina/Tradewind No. 7, Ltd. on this 4 day of November, 1998.

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GENERAL PARTNER


CODINA WEST DADE DEVELOPMENT
CORP. NO. 7, a Florida corporation

By: [Signature]
Armando Codina, President

STATE OF FLORIDA)
)ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4 day of November, 1998, by Armando Codina, as President of Codina West Dade Development Corp. No. 7, a Florida corporation, on behalf of such corporation,. He is personally known to me or produced a valid Florida driver's license as identification.

Witness my hand and seal in the County and State named above this 6th day of ~~October~~ Nov, 1998.

 **SUSAN R. FORTUNOW**
COMMISSION # CC589820
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

[Signature]
Notary Public, State of Florida

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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Before me, the undersigned officer, personally appeared Armando Codina, President of Codina West Dade Development Corp. No. 7, a Florida corporation, a general partner of Codina/Tradewind No. 7, Ltd. (the "Partnership"), and who, being duly sworn, certifies that:

1. The amount of capital contribution to date is \$100.
2. It is anticipated that the total amount of capital contributed or to be contributed to the Partnership by the limited partners is \$7,500.

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

GENERAL PARTNER

CODINA WEST DADE DEVELOPMENT
CORP. NO. 7, a Florida corporation

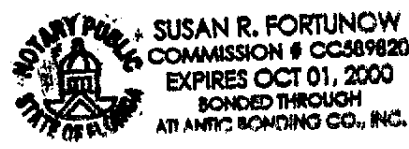
By: *Armando Codina*
Armando Codina, President

STATE OF FLORIDA)
)ss.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4th day of November, 1998, by Armando Codina, as President of Codina West Dade Development Corp. No. 7, a Florida corporation, on behalf of such corporation,. He is personally known to me or produced a valid Florida driver's license as identification.

Witness my hand and seal in the County and State named above this 6th day of November, 1998.


Susan Fortunow
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent to accept service of process for CODINA/TRADEWIND NO. 7, LTD., a Florida limited partnership, at the place designated in the Certificate of Limited Partnership. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

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Henry Befeler