



THE UNITED STATES
CORPORATION
COMPANY

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DIVISION OF CORPORATIONS
NOV 13 PM 3:50

ACCOUNT NO. : 072100000032

REFERENCE : 031194 121767A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 13, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 031194-010

CUSTOMER NO: 121767A

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-11/13/98--01068--021
****805.00 ****735.00

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: LORENZO FAMILY, LTD.

*****FILE 2ND*****

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

(5) BK
11/13/98

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98 NOV 13 PM 1:34
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LORENZO FAMILY, LTD.

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This Certificate of Limited Partnership of Lorenzo Family, Ltd. (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name: The name of the limited partnership is LORENZO FAMILY, LTD.
2. Name and Address of Registered Agent: The address of the registered office of the Limited Partnership in Florida is: 777 Brickell Avenue, Suite 980, Miami, Florida 33131. The Limited Partnership's registered agent at that address is John W. Devine, Esq.
3. Name and Address of Initial General Partner: The name and address of the initial general partner of the Limited Partnership is:

NAME

ADDRESS

Lorenzo Management Corporation,
a Florida corporation

c/o Davis, Devine, Goodman & Wells
777 Brickell Avenue
Suite 980
Miami, Florida 33131

P980000 95958

4. Mailing Address: The Limited Partnership's mailing address shall be c/o Davis, Devine, Goodman & Wells, 777 Brickell Avenue, Suite 980, Miami, Florida 33131.
5. Term: The term of the limited partnership is until December 31, 2050, unless such term is extended under applicable law and the limited partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
6. Affidavit re: Capital Contribution: An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto as **Exhibit "A"**.
7. Controlling Agreement: This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 12th day of November, 1998.

LORENZO MANAGEMENT CORPORATION
a Florida corporation

By: _____

Joseph C. Lorenzo, Sr., President

Joseph C. Lorenzo, Sr.
Jose

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OF

JOSE'

Jose'

this 12th day of November, 1998.


Notary Public, State of Florida
Print Name: CHARLENE D. SMELLIE



Charlene D. Smellie
MY COMMISSION # 00545908 EXPIRES
July 19, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP

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Lorenzo Family, Ltd., a Florida limited partnership, desiring to organize as a limited partnership pursuant to Florida Statutes, with its registered office, as indicated in the Certificate of Limited Partnership, at 777 Brickell Avenue, Suite 980, Miami, Florida 33133, has named John W. Devine, Esq. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated limited partnership at the place designated in the Certificate, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



John W. Devine, Esq.