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Charter Number Only

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JAN 15 AM 10:44

1/14/99

VALIDATION ONLY

Jonathan Green

Requestor's Name

799 Brickell Plaza #700

Address

Miami FL 33131

City

State

ZIP

Phone

700002743647--9

-01/15/99--01023--027

***1837.50 ***1837.50

CORPORATION(S) NAME

THE LAZARO GUERRA FAMILY
LIMITED PARTNERSHIP

5

Profit
 NonProfit

Amendment

Merger

Foreign

Dissolution

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of Registered Agent

Certified Copy

Photo Copies

Certificate Under Seal

Call When Ready

Call if Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

BK

1/15/99

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Empire Toll Free: 1-800-432-3028

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE LAZARO GUERRA FAMILY LIMITED PARTNERSHIP

THIS CERTIFICATE is duly executed and filed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), as amended (the "Act"), in order to form a limited partnership under the Act.

- (a) **Name.** The name of the subject limited partnership is The Lazaro Guerra Family Limited Partnership (the "Partnership").
- (b) **Recordkeeping Office.** The address of the office at which the Partnership shall keep the records required to maintained under the Act is:

Suite 200
2140 West 68th Street
Hialeah, FL 33016

Registered Agent; Registered Office. The name and address of the agent for service of process on the Partnership required to be maintained under the Act are:

Jonathan H. Green & Associates, P.A.
A Florida Corporation
Suite 700
799 Brickell Plaza
Miami, FL 33131

- (c) **General Partner.** The name and business address of the sole general partner are:

Lazaro Guerra, Trustee, his
successor(s) as Trustee(s), of the
Lazaro Guerra, M.D. Revocable Trust
dated July 11, 1991
Suite 200
2140 West 68th Street
Hialeah, FL 33016


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(d) **Mailing Address.** The mailing address of the Partnership is:

Suite 200
2140 West 68th Street
Hialeah, FL 33016

(e) **Term.** The latest date upon which the Partnership is to dissolve is
January 1, 2040.

IN WITNESS WHEREOF, the undersigned, sole general partner has duly
executed this Certificate, this 2 day of December, 1998.



LAZARO GUERRA, Trustee

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO
THE LAZARO GUERRA FAMILY LIMITED PARTNERSHIP

The undersigned, sole general partner of The Lazaro Guerra Family Limited Partnership, a Florida limited partnership, hereby certifies that:

The amount of the capital contributions of the limited partners to date is:

\$0.00.

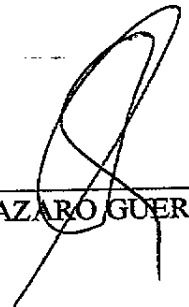
The total amount contributed and anticipated to be contributed by the limited partners is:

\$5,000,000.00

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents of the foregoing, and that the facts stated in the foregoing are true and correct.

Dated: 12/2, 1998.



LAZARO GUERRA, Trustee

CONSENT TO SERVE AS REGISTERED AGENT

FOR

THE LAZARO GUERRA FAMILY LIMITED PARTNERSHIP

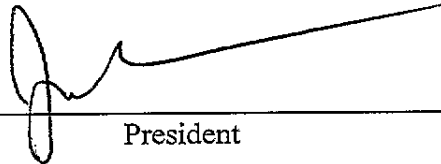
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Having been appointed to serve in the State of Florida as the registered agent of, and to accept service of process for, The Lazaro Guerra Family Limited Partnership, the undersigned hereby accepts said appointment and agrees to serve as said registered agent.. The undersigned further agrees to comply with the provisions of all Florida statutes relative to the proper and complete performance of the undersigned's duties, and hereby acknowledges that the undersigned is familiar with and accepts the obligation of the undersigned's position as said registered agent.

Dated: 2 DEC, 1998.

JONATHAN H., GREEN & ASSOCIATES,
P.A., a Florida corporation

By _____



President