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Reply To: Miami Office

March 8, 1999

Secretary of State of Florida  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

BOCA RATON OFFICE  
980 NORTH FEDERAL HIGHWAY  
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BOCA RATON, FLORIDA 33432  
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Re: Articles of Incorporation of  
Medrano Management, Inc.

Certificate of Limited Partnership of  
Medrano Partners, Ltd.

100002805321--2  
-03/15/99--01027--004  
\*\*\*1846.25 \*\*\*1846.25

Gentlemen:

Enclosed for filing, please find the following:

- 1) Articles of Incorporation of Medrano Management, Inc.;
- 2) Certificate of Limited Partnership of Medrano Partners, Ltd.; and
- 3) Checks for \$87.50 and \$1,846.25.

Please forward to us the certified copies of the Articles of Incorporation, and Certificate of Limited Partnership, together with the Certificates of Status.

A pre-addressed stamped envelope is enclosed.

Thank you.

Very truly yours,

LAMONT & NEIMAN, P.A.

Diane R. Mautner  
Legal Assistant

enc.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 15 PM 2:22

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**MEDRANO PARTNERS, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 15 PM 2:22

This Certificate of Limited Partnership dated February 16, 1999, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. **Name.** The name of the limited partnership is MEDRANO PARTNERS, LTD.

2. **Registered Office; Registered Agent.** The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT & NEIMAN, P.A.  
2 South Biscayne Boulevard  
Suite 3550  
Miami, Florida 33131  
Dade County

3. **Principal Office.** The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

2323 N.W. 82nd Avenue  
Miami, Florida 33122

4. **General Partner.** The name, mailing address, and business address of the business of the general partner are:


999000024777  
Medrano Management, Inc.  
2323 N.W. 82nd Avenue  
Miami, Florida 33122

5. **Term.** The latest date upon which the limited partnership is to dissolve is December 31, 2038.

**EXECUTED** on the date written first above.

MEDRANO MANAGEMENT, INC.

By:

  
Rafael Medrano, its President

**CONSENT TO SERVE AS REGISTERED AGENT FOR  
MEDRANO PARTNERS, LTD.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: February 16, 1999

LAMONT & NEIMAN, P.A.

By:

  
Jan S. Neiman, Secretary

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of MEDRANO PARTNERS, LTD., a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$ 1,000,000.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1,000,000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

MEDRANO MANAGEMENT, INC.

By: Rafael Medrano  
Rafael Medrano, President

Attest: Rafael Medrano  
Rafael Medrano, Secretary