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March 17, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR 18 AM 9:37

Re: Certificate of Limited Partnership of Merrick Partners, Ltd.

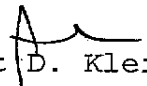
Gentlemen:

CM

Enclosed are two (2) executed copies of Certificate of Limited Partnership of Merrick Partners, Ltd., along with a check in the amount of \$1837.50. Please return a certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

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-03/18/99-01070-007
***1837.50 ***1837.50

BDK/sew

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MERRICK PARTNERS, LTD.

The undersigned, desiring to form a limited partnership pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, Florida Statutes Chapter 620, does hereby make and sign the following Certificate:

1. The name of the Partnership is MERRICK PARTNERS, LTD. The Partnership will conduct business under said name with such changes therein as may be required to comply with the legal requirements of any State in which it may do business.

2. The address of the office required to be maintained in Florida Statutes Section 620.105(1) is:

2601 South Bayshore Drive
10th Floor
Coconut Grove, Florida 33133

3. The name and address of the agent for service of process required to be maintained by Florida Statutes Section 620.105(2) are:

Brent D. Klein, Esq.
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

4. The name and business address of the General Partner are as follows:

991-22036
Sanchez Bermello Andalusia, Inc.
2601 South Bayshore Drive
10th Floor
Coconut Grove, Florida 33133

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5. The mailing address of the Partnership is:

2601 South Bayshore Drive
10th Floor
Coconut Grove, Florida 33133

6. The term for which the Partnership is to exist is until December 31, 2030, unless sooner terminated by consent of the General and Limited Partners.

IN WITNESS WHEREOF, the General Partner has signed this Certificate on the 15th day of March, 1999.

GENERAL PARTNER:

SANCHEZ BERMELO ANDALUSIA, INC.

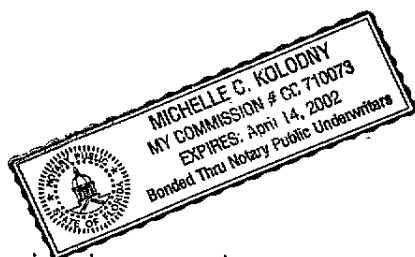
By: Willy A. Bermello
WILLY A. BERMELO, President

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SECRETARY OF CORPORATIONS
99 MAR 16 9 AM 8:31

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

I hereby certify that on this day before me, an officer duly authorized to take acknowledgements in the State aforesaid, personally appeared WILLY A. BERMELO, as President of Sanchez Bermello Andalusia, Inc., a Florida corporation, the general partner of Merrick Partners, Ltd., to me personally known to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed the same for the purpose therein expressed on behalf of the corporation.

WITNESS my hand and official seal this 15 day of March, 1999.




My commission expires:

Michelle C Kolodny
Notary Public

Michelle C. Kolodny
Printed Name

Acknowledgment of Appointment by Agent for Service of Process

Having been named the agent for service of process for the above limited partnership at the place designated in the Certificate of Limited Partnership, I hereby accept the same and agree to act in this capacity.



Brent D. Klein

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

BEFORE ME, the undersigned authority, personally appeared WILLY A. BERMELLO, as President of Sanchez Bermello Andalusia, Inc., a Florida corporation, the general partner of Merrick Partners, Ltd., who is personally known to me and who, being duly sworn according to law, deposes and says as follows:

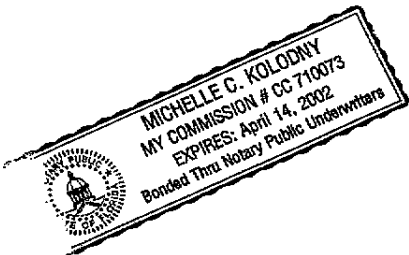
1. The amount of the capital contribution by the limited partners is One Hundred Dollars (\$100.00).
2. The amounts anticipated to be contributed by the limited partners are Four Million Dollars (\$4,000,000.00)

SANCHEZ BERMELLO ANDALUSIA, INC.

By: Willy A. Bermello
WILLY A. BERMELLO, President

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19 MAR 18 AM 9:37

SWORN TO AND SUBSCRIBED before me this 15 day of March, 1999.



Michelle C. Kolodny
Notary Public

Michelle C. Kolodny
Printed Name

My commission expires: