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SPENCER & KLEIN  
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March 29, 1999

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-03/30/99--01068--014  
\*\*\*\*140.00 \*\*\*\*140.00

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

Via Federal Express

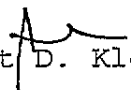
Re: Certificate of Limited Partnership of CG Developers, Ltd.

Gentlemen:

Enclosed are two (2) executed copies of Certificate of Limited Partnership of CG Developers, Ltd., along with a check in the amount of \$140.00. 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

BDK/sew

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 30 AM 8:18

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CG DEVELOPERS, 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 CG DEVELOPERS, 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 by 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:

999000024237  
Sanchez Bermello Salzedo, Inc.  
2601 South Bayshore Drive  
10th Floor  
Coconut Grove, Florida 33133

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 25<sup>th</sup> day of March, 1999.

GENERAL PARTNER:

SANCHEZ BERMELLO SALZEDO, INC.

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

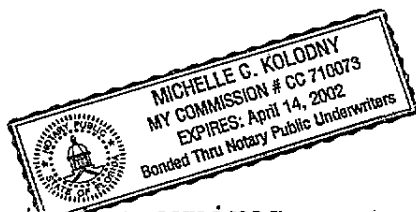
STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF MIAMI-DADE)

I hereby certify that on this day before me, an officer duly authorized to take acknowledgements in the State aforesaid, personally appeared WILLY A. BERMELLO, as President of Sanchez Bermello Salzedo, Inc., a Florida corporation, the general partner of CG Developers, 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 25<sup>th</sup> day of March, 1999.

March Michelle C. Kolodny  
Notary Public


Michelle C. Kolodny  
Printed Name



My commission expires:

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

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 Salzedo, Inc., a Florida corporation, the general partner of CG Developers, 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 Thousand Dollars (\$4,000.00)

SANCHEZ BERMELLO SALZEDO, INC.

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

SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of March, 1999.

Michelle C. Kolodny  
Notary Public

Michelle C. Kolodny  
Printed Name

My commission expires:

