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RADOL GARCIA-VIDAL
Attorney at Law

GABLES INTERNATIONAL PLAZA
PENTHOUSE II-C
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE: 305-444-8382
FACSIMILE: 305-446-4836

July 12, 1999

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

Re: Certificate of Limited Partnership of Cimadevilla Family Limited Partnership
Our File No. 99V7126

Dear Sir or Madam:

Enclosed herewith find the following in order to file the above mentioned certificate:

- Original Certificate of Limited Partnership to be filed
- Copy of Certificate of Limited Partnership
- Check in the sum of \$140.00 (\$52.50 for filing, \$35.00 for filing registered agent and \$52.50 for a certified copy of same).

If you have any questions please contact the undersigned at your earliest convenience.

Sincerely,

Katherine Azcue
Katherine Azcue
Legal Assistant

100002930901--9
-07/14/99--01055--013
****140.00 ****140.00

A99-1193

Name	AL 7.21
Availability	
Document	AL
Fee	AL
Register	AL
Notary	AL
Acknowledgment	AL
W. P. Vermyer	AL

FILED
20 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE CIMADEVILLA FAMILY LIMITED PARTNERSHIP

A Florida Limited Partnership

FILED
99 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as former of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE CIMADEVILLA FAMILY LIMITED PARTNERSHIP.

2. Business. The character of the Partnership business is to acquire, own, hold, manage, improve, develop, lease, mortgage, and otherwise invest in, deal with, construct improvements upon, sell and dispose of personal and real property located in Dade County, Florida, and to engage in any other business or activity which relates or is incidental thereto.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 1305 S.W. 30th Avenue, Miami, Florida 33145, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is RAOUL GARCIA-VIDAL at 2655 Le Jeune Road, Penthouse II-C, Coral Gables, Florida 33134, who acknowledges by his, her or its signature hereunder, that he, she or it accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

GENERAL PARTNER

PLACE OF BUSINESS

Favilla, Inc.

1305 S.W. 30th Avenue
Miami, Florida 33145

6. The Limited Partners. The Limited Partners are as follows:

LIMITED PARTNERS

PLACE OF BUSINESS

Manuel Cimadevilla

1305 S.W. 30th Avenue
Miami, Florida 33145

Dignora E. Cimadevilla

1305 S.W. 30th Avenue
Miami, Florida 33145

Deborah Cimadevilla

1305 S.W. 30th Avenue
Miami, Florida 33145

Elizabeth Cimadevilla

1305 S.W. 30th Avenue
Miami, Florida 33145

Manuel Cimadevilla Jr.

6755 S.W. 39th Terrace
Miami, Florida 33155

7. Mailing Address. The mailing address of the Limited Partnership is 1305 S.W. 30th Avenue, Miami, Florida 33145.

8. Term. The partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2049, unless sooner dissolved by law or by agreement of the parties of the parties hereto or unless extended by majority

agreement of the Partners.

9. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

10. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

11. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

12. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

13. Additional Limited Partners. The General Partners may admit additional limited partners.

14. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

15. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting

when necessary, by unanimous vote, a new successor General Partner:

16. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

17. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A", "Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners", attached hereto, with an agreed value of \$600.00.

IN WITNESS WHEREOF, the General Partner has signed and sworn to this Certificate as of the 6th day of ^{July}~~April~~, 1999.

Signed, sealed and delivered in the presence of:

GENERAL PARTNER:

Favilla, Inc., a Florida corporation

By:

Manuel Cimadevilla
Manuel Cimadevilla,
President

Print: Raoul Garcia-Vidal

Katherine Azcaré
Print: Katherine Azcaré

(CORPORATE SEAL)

FILED
JUL 14 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

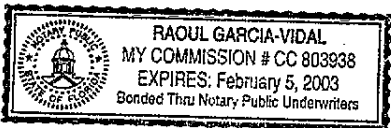
STATE OF FLORIDA)

) SS

COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared MANUEL CIMADEVILLA, as President of Favilla, INC. to me known to be the person described herein and who executed the foregoing instrument and he acknowledged before me that he executed the same as the authorized agent for said corporation and who has provided the following form of identification: personally known to me.

WITNESS my hand and official seal in the State and County last
aforesaid this 6th day of July, 1999.



Print:

NOTARY PUBLIC, State of Florida
at Large

My commission expires:

FILED
99 JUL 14 PM 5:00
SECRETARY OF STATE
MILWAUKEE, WISCONSIN

SCHEDULE A

THE CIMADEVILLA FAMILY LIMITED PARTNERSHIP

"AFFIDAVIT OF THE AMOUNT OF CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,
AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED
BY THE LIMITED PARTNERS"

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The total amount of capital contributions to date of the Limited Partnership of THE CIMADEVILLA FAMILY LIMITED PARTNERSHIP is \$600.00.

2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$500.00.

GENERAL PARTNER

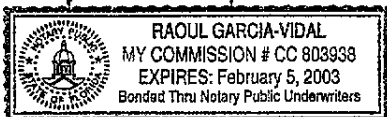
FAVILLA, INC. a Florida corporation

By: *Manuel Cimadevilla*
Manuel Cimadevilla, President

Dated: 7/6/99

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of July, 1999, by MANUEL CIMADEVILLA, as President of FAVILLA, INC., a Florida corporation, who is personally known to me, or, if not, produced the following form of identification:
When I personally know



My commission expires:

Raoul Garcia-Vidal
Raoul Garcia-Vidal
Notary Public, State of Florida
at Large

FILED
99 JUL 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA