

A99000001658 ^{File 2nd}

CCRS
103 N. MERIDIAN STREET, TOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS
DATE: 10-10-99
REF. #: 0151.8595
CORP. NAME: Rayos Del Sol, LTD.

500003010865--3
-10/11/99--01042--011
****140.00 ****140.00

- ARTICLES OF INCORPORATION
- ANNUAL REPORT
- CERT. OF AUTHORITY
- REINSTATEMENT
- CERTIFICATE OF CANCELLATION
- OTHER:
- ARTICLES OF AMENDMENT
- TRADEMARK/SERVICE MARK
- LIMITED PARTNERSHIP
- MERGER
- UCC-1
- ARTICLES OF DISSOLUTION
- FICTITIOUS NAME
- LIMITED LIABILITY
- WITHDRAWAL
- UCC-3

STATE FEES PREPAID WITH CHECK # 6047 FOR \$ 140.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 RECEIVED
 99 OCT 11 PM 2:59
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FL 32301

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials

Handwritten initials and date
10/11/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF RAYOS DEL SOL, LTD.**

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of RAYOS DEL SOL, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

RAYOS DEL SOL, LTD.

2. The office and principal place of business for the Partnership currently is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

3. The name and address of the agent for service of process on the Partnership are:

Patricia K. Green
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the General Partner of the Partnership is:

PHG-RAYOS, INC.
2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

5. The mailing address of the Partnership is:

2937 S. W. 27th Avenue, Suite 303
Coconut Grove, Florida 33133

6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: October 8, 1999

PHG-RAYOS, INC., a Florida corporation,
as General Partner

By: _____

Michael Wohl, President

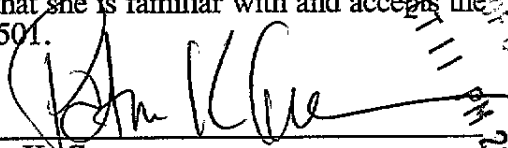
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 11 PM 2:58

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Patricia K. Green hereby accepts her appointment as registered agent for **RAYOS DEL SOL, LTD.**, a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: October 8, 1999



Patricia K. Green

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