

**A 99000002225**

Florida Department of State

Division of Corporations

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**FLORIDA LIMITED PARTNERSHIP**

**CORDELL FUNDING, LP**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$796.25 |

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 28, 1999

DEBORAH MAYO

SUBJECT: CORDELL FUNDING, LP  
REF: W99000029477

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

Fax Audit No. H99-33187

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CORDELL FUNDING, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986 (the "Act"), as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is CORDELL FUNDING, LTD., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office required to be maintained by the Limited Partnership in Florida pursuant to Section 620.105, Florida Statutes, as amended, is:

c/o Robin Rodriguez  
3333 Poinciana Avenue  
Coconut Grove, Florida 33133

3. The name and street address of the agent for service of process required to be maintained by the Limited Partnership pursuant to Section 620.105, Florida Statutes, as amended, are:

Robin Rodriguez  
3333 Poinciana Avenue  
Coconut Grove, Florida 33133

4. The name and business address of the sole general partner of the Limited Partnership are:

Robin Rodriguez  
3333 Poinciana Avenue  
Coconut Grove, Florida 33133

5. The mailing address for the Limited Partnership is:

c/o Robin Rodriguez  
3333 Poinciana Avenue  
Coconut Grove, Florida 33133

6. The latest date on which the Limited Partnership is to dissolve is December 31, 2030.

*This instrument prepared by:*  
Daborah R. Mayo, Esquire  
Florida Bar No. 366226  
BILZIN SUMBERG DUNN PRICE & AXELKOD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: (305) 374-7580

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P. 004

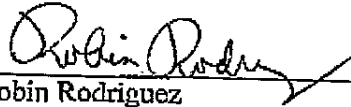
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The execution of this Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of the Limited Partnership as of the 27<sup>th</sup> day of December, 1999.

*This instrument prepared by:*

Deborah R. Mayo, Esquire  
Florida Bar No. 366226  
BILZIN SUMBERG DUNN PRICE & AXEL ROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: (305) 374-7580

  
Robin Rodriguez

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned who has been designated as registered agent for CORDELL FUNDING, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: December 27, 1999.

  
\_\_\_\_\_  
Robin Rodriguez

*This instrument prepared by:*  
Deborah R. Mayo, Esquire  
Florida Bar No. 366226  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: (305) 374-7580

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Fax Audit No. H99- 33187**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA                     )  
                                                  ) SS:  
COUNTY OF MIAMI-DADE            )

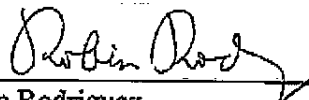
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Robin Rodriguez who is the sole general partner of CORDELL FUNDING, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$1,000 of the total amount of \$100,000 in capital contributions anticipated to be contributed to the Limited Partnership by its partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

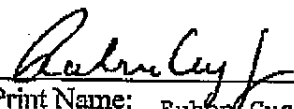
  
Robin Rodriguez

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 27<sup>th</sup> day of December, 1999, by Robin Rodriguez; said individual has produced a US Pass Port as identification or is personally known to me.

111352998705453093040610076

My Commission Expires:

[NOTARIAL SEAL]

  
Print Name: Rubens Cuza, Jr.  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_

RUBENS CUZA, JR.  
Notary Public, State of Florida  
My comm. exp. June 16, 2003  
Comm. No. CC847070