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Mercedes Padin  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 6, 2001

**VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

700004673357--5  
-11/08/01--01086--001  
\*\*\*\*\*218.75 \*\*\*\*\*78.75

Re: Limited Partnership Agreement

Gentlemen:

Please find enclosed, for filing with the State of Florida the following fees along with a check in the amount of \$218.75, as designated below:

1. Articles of Incorporation

Filing Fee:	\$35.00
Registered Agent Designation:	\$35.00
Certified Copy:	\$ 8.75
Total:	\$ 78.75

2. Certificate of Limited Partnership

Filing Fee:	\$52.50
Registered Agent Designation:	\$35.00
Certified Copy:	\$52.50
Total:	\$140.00

3. Affidavit of Capital Contributions for Florida Limited Partnership

4. Unanimous Written Consent.

A self addressed stamped envelope is enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Mercedes Padin

MP:dln  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**PADIN FAMILY INVESTMENTS, INC.**

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is PADIN FAMILY INVESTMENTS, INC.

SECOND: The street address of the principal office of the corporation is 100 S.E. Second Street, Suite 2100, Miami, Florida 33131.

The mailing address of the corporation is 100 S.E. Second Street, Suite 2100, Miami, Florida 33131.

THIRD: The number of shares that the corporation is authorized to issue is 1,000 shares, having \$.01 par value and are of the same class and are Common shares.

FOURTH: The initial registered office of the corporation in the State of Florida is Mercedes Padin. The address of the initial registered agent is: 100 S.E. Second Street, Suite 2100, Miami, Florida 33131.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

ADDRESS

Mercedes Padin

100 S.E. Second Street, Suite 2100,  
Miami, Florida 33131.

SIXTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To lease, purchase, or otherwise acquire, own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, and otherwise handle, manage, operating, deal in, and dispose of real and personal property.

To engage in commerce of any kind.

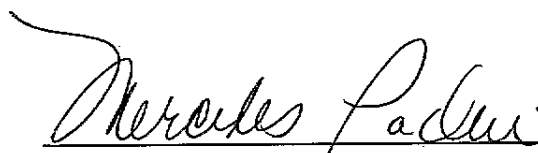
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

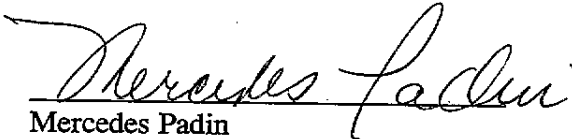
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The corporate existence of the corporation shall begin upon the filing of these Articles of Incorporation.

Signed on October 25, 2001.

  
Mercedes Padin, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Mercedes Padin

Date: October, 2001

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