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ACCOUNT NO. : 072100000032

REFERENCE : 739327 5015487

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 21, 2000

ORDER TIME : 12:23 PM

ORDER NO. : 739327-025

CUSTOMER NO: 5015487

CUSTOMER: Ms. Linda P. Greer  
WHITE & BROWN, P.A.  
WHITE & BROWN, P.A.  
Suite 102  
9000 Southwest 152 Street  
Miami, FL 33157

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-06/23/00--01001--005  
\*\*\*1837.50 \*\*\*1837.50

DOMESTIC FILING

NAME: BEBA COMPANY HOLDINGS, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUN 22 PM 3:09

RECEIVED

00 JUN 22 PM 4:37

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

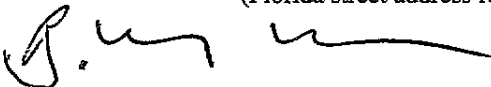
**CERTIFICATE OF LIMITED PARTNERSHIP**

1. BEBA COMPANY HOLDINGS . LTD.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

c/o Orion Investment & Management Ltd. Corp.  
2. 9000 SW 152nd St., Ste. 106, Miami, FL 33157  
(Business address of Limited Partnership)

3. B. MACKAY BROWN  
(Name of Registered Agent for Service of Process)

c/o White & Brown, P.A.  
9000 SW 152nd St., Ste. 102  
4. Miami, FL 33157  
(Florida street address for Registered Agent)

5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

c/o Orion Investment & Management Ltd. Corp.  
6. 9000 SW 152nd St., Ste. 106, Miami, FL 33157  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2049

8. Name(s) of general partner(s): GABRIELLE HOLDINGS CORP.,  
a Florida corporation  
Street address: c/o Orion Investment & Management Ltd. Corp.  
9000 SW 152nd St., Ste. 106, Miami, FL 33157

700000059158

*Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

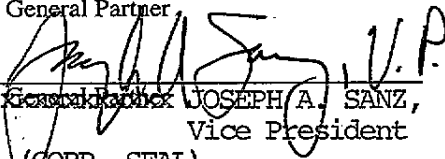
Signed this 21<sup>ST</sup> day of June, 2000

Signature of all general partners:

GABRIELLE HOLDINGS CORP.,  
a Florida corporation

General Partner

BY:

  
JOSEPH A. SANZ,  
Vice President

(CORP. SEAL)

General Partner

General Partner

General Partner

General Partner

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 22 PM 4:37

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of BEBA COMPANY HOLDINGS LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 4,500,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 4,500,000.00

Signed this 21<sup>st</sup> day of June, 2000

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

GABRIELLE HOLDINGS CORP.,  
a Florida corporation

BY:

~~General Partner~~

JOSEPH A. SANZ,  
Vice President

General Partner

(CORP. SEAL)

~~General Partner~~

General Partner

General Partner

General Partner