

A00000001711

ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

Qual form + \$25.00
00524

SUITE IIII DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

00789-02544-00671

MJH

September 15, 2000

10-23246

400003396914--4
-09/18/00--01124--019
***104.30 ***104.30

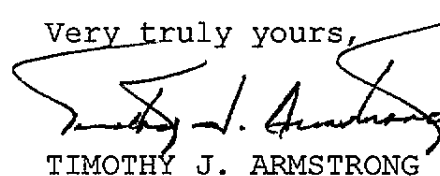
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MT, LTD.

Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Limited Partnership of MT, LTD., together with a check in the amount of \$104.30 to cover filing fee. Also enclosed is a self-addressed stamped envelope so that you may mail us a stamped copy of the Certificate of Limited Partnership. We appreciate your consideration.

Very truly yours,


TIMOTHY J. ARMSTRONG

TJA:ea

Enclosure
liz\00ltrs\00-3358-007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -8 PM 12:31



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 25, 2000

TIMOTHY J. ARMSTRONG
ARMSTRONG & MEJER
2600 DOUGLAS ROAD, SUITE 1111
CORAL GABLES, FL 33134

SUBJECT: MT, LTD.
Ref. Number: W00000023246

We have received your document for MT, LTD. and your check(s) totaling \$104.30. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

To Qualify for LLLP status, you must complete the attached Qualification application and submit the filing fee of \$25.00.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 400A00050257

CERTIFICATE OF LIMITED PARTNERSHIP OF MT AMERICAS, LTD.

1. Name: The name of the Limited Partnership is MT AMERICAS, LTD.

2. Office & Agent for Service: The address of the office of the Limited Partnership is: Suite 320, 4500 Biscayne Boulevard, Miami, Florida 33137. The name and address of the agent for service of process is:

Timothy J. Armstrong
Suite 1111
2600 Douglas Road
Coral Gables, FL 33134

3. General Partner: The name and business address of the General Partner is:

P000000059897
Maduro Latin America, Inc.
Suite 320
4500 Biscayne Boulevard
Miami, Florida 33137

4. Mailing Address: The mailing address for the Limited Partnership is Suite 320, 4500 Biscayne Boulevard, Miami, Florida 33137.

5. Dissolution Date: The latest date when the Limited Partnership is to dissolve is December 31, 2025.

6. Other Matters: The General Partner has determined not to include any other matters in this Certificate.

7. Affidavit: Attached is an Affidavit declaring the amount of the capital contributions of the Limited Partners and the

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV - 8 PM 12:34

amount anticipated to be contributed by the Limited Partners.

DATED this 30 day of OCTOBER, 2000.

MADURO LATIN AMERICA, INC.

By: 
General Partner

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Richard A. Mitsoda, who, being duly sworn, deposes and says:

1. Affiant is President of MADURO LATIN AMERICA, INC.,
General Partner of MT AMERICAS, LTD., a Limited Partnership.

2. The amounts of the capital contributions of the Limited Partners and the amounts anticipated to be contributed by the Limited Partners are:

Plimsol Marine, Inc.	75%	\$7,500.00
Suite 1111		
2600 Douglas Road		
Coral Gables, FL 33134		

Richard A. Mitsoda 24% \$2,400.00
Suite 320
4500 Biscayne Boulevard
Miami, Florida 33137


RICHARD A. MITSODA

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

The foregoing instrument was acknowledged before me this 30 day of October, 2000 by Richard A. Mitsoda who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

SEAL

(Signature)

NOTARY PUBLIC

My Commission Expires:

