

**THE PREMIER GROUP**

**A9400000562**

January 22, 1999

Ms. Brenda Tadlock  
Section Administrator  
Florida Department of State  
Division of Corporation  
Att: Limited Partnership Section  
P.O. BOX 6327  
Tallahassee, FL 32314

The Premier Group  
2600 Douglas Road  
10th Floor - Suite 1003  
Coral Gables, Florida 33134  
305-567-3188 Telephone  
305-567-9488 Facsimile

Re: PREMIER CONSULTING INTERNATIONAL, LIMITED PARTNERSHIP (PCI)  
DOCUMENT # A9400000562  
1995, 1996, 1997, 1998, 1999

800002787698--8  
-02/25/99-01087-002  
\*\*\*\*105.00 \*\*\*\*105.00

Dear Ms. Tadlock:

Enclosed please find an application for reinstatement for the limited partnership and check # 5205 in the amount of \$1,690.40 representing the annual filing and supplemental fees as follows:

1995	\$ 338.08
1996	\$ 338.08
1997	\$ 338.08
1998	\$ 338.08
1999	\$ 338.08
Total	<u>\$1,690.40</u>

I am also attaching a check for \$105.00, which includes the \$52.50 amendment fee, plus \$52.50 for a certified copy.

I am respectfully requesting that penalties associated with our account be abated due to the nature of the circumstances. Premier Consulting International was organized with the state in April of 1994. As a new company, with limited personnel resources, and inexperience, the 1995 annual report was inadvertently never submitted. I found the 1995 original preprinted form sent by the state, misfiled in another file. Apparently this is why we never received any forms or notices for the subsequent years. In addition, although we looked, we could not find any additional documents or notices from the state advising the company of it not filing its annual report or of it being dissolved for not filing its 1995 report.

As the new controller of PCI, this situation has just come to my attention. It is our intent to amend this situation by paying all outstanding fees. Please note, PCI's intent has always been to comply with state laws. This situation arose totally unintentionally and as a direct consequence of being a newly formed partnership, as well as the company having only a handful of employees and the person handling these matters was both part-time and pregnant, and also had a minor 2 year old at home. Once again, I request that consideration is given, and penalties are abated. As a young company, it would be encouraging to see the Department of State overlook our inexperience and unintentional misfiling and support our efforts to grow in our competitive market.

Name  
I thank you for your anticipated support to this issue.

Sincerely,  
Examiner

Elsa P. Marrero  
Controller

Acknowledgment

W. P. Vermyer

*FL LP amendments  
Meal  
(go only)*

*alt  
3/10*

FILING 52.50  
COPY 52.50  
R. AGENT \_\_\_\_\_  
TOTAL 105.00  
BALANCE DUE \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_

99 MAR -5 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

Premier Consulting International, Limited Partnership  
(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 4/21/1994, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST:** Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 11. - 11.c (delete) General Partner:

- 11. Premier Casa de Software S.A
- 11.a Homero 1933, 10th Pls
- 11.b Mexico D.F.
- 11.c. F94000002084

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

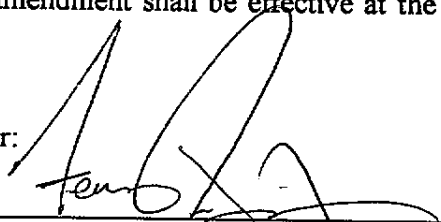
99 MAR -5 PM 3:09

FILED

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

**THIRD:** Signature(s)

Signature of current general partner:



FERNANDO RODRIGUEZ  
PRESIDENT OF VENTURE MANAGEMENT SERVICES, INC.

Signature(s) of new general partner(s), if applicable:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_