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ROTH, MILNE & ROUSSO
ATTORNEYS AT LAW
9300 SOUTH DIXIE HIGHWAY
PENTHOUSE 2
MIAMI, FLORIDA 33156

NORTH DADE OFFICE:
2875 NE 191 St.
PH 3A
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 466-0022
FAX: (305) 466-9998
REPLY TO: NORTH DADE

LEONARDO A. ROTH
ROBERT A. MILNE*
MARK E. ROUSSO

TELEPHONE: (305) 670-9994
FAX: (305) 670-0948

JEFFREY S. BENJAMIN
MICHELE R. LAINE
MARK KATSMAN

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

March 13, 1998

FEDERAL EXPRESS

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

000002459560-5
-03/17/98-01069-001
***1837.50 ***1837.50

Re: Aventura International Business Center, Ltd.

Dear Sir/Madam:

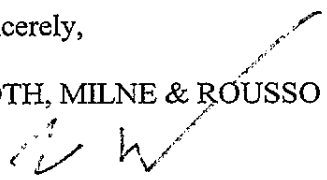
In connection with the filing of the above referenced limited partnership, enclosed please find the following:

1. Our check made payable to the Department of State in the amount of \$1,837.50 (\$1,750/fee; \$35.00/registered agent; and \$52.50/certified copy).
2. Certificate of Limited Partnership; and
3. Affidavit of Capital Contributions for Florida Limited Partnership.

If you have any questions or comments, please do not hesitate to contact the undersigned at (305) 466-0022. Please address all future correspondence to my attention at 2875 N.E. 191 St., PH3A, Aventura, FL 33180.

Sincerely,

ROTH, MILNE & ROUSSO



MARK E. ROUSSO

MER:yk

Enclosures

A98-725

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 19 12:15 PM '98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1998

MARK E. ROUSSO
ROTH, MILNE & ROUSSO
9350 SOUTH DIXIE HIGHWAY, PENTHOUSE 2
MIAMI, FL 33156

SUBJECT: AVENTURA INTERNATIONAL BUSINESS CENTER, LTD.
Ref. Number: W98000006010

We have received your document for AVENTURA INTERNATIONAL BUSINESS CENTER, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

We are enclosing the proper form(s) with instructions for your convenience.

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

Letter Number: 198A00014548

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DIVISION OF CORPORATIONS
98 MAR 19 PM 12:19

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9350 SOUTH DIXIE HIGHWAY

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March 18, 1998

FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 32314
Attn: Tammy Cline

Re: Aventura International Business Center, Ltd.

Dear Tammy:

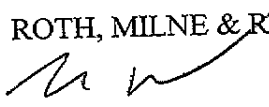
Pursuant to our conversation of today, enclosed please find the following regarding the above referenced limited partnership:

1. Certificate of Limited Partnership; and
2. Affidavit of Capital Contributions.

I have also enclosed a Federal Express envelope so you can return the certified documentation back to our office since we need to expedite this matter. Your cooperation in this matter is greatly appreciated.

Sincerely,

ROTH, MILNE & ROUSSO

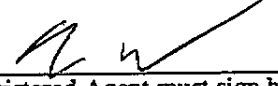

MARK E. ROUSSO

MER:yk

Enclosures

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DIVISION OF CORPORATIONS
19 MAR 19 PM 12:19

CERTIFICATE OF LIMITED PARTNERSHIP

1. Aventura International Business Center, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2875 N.E. 191 St., PH3A, Aventura, FL 33180
(Business address of Limited Partnership)
3. Mark E. Rousso, Esq.
(Name of Registered Agent for Service of Process)
4. 2875 N.E. 191 St., PH3A, Aventura, FL 33180
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. Same as No. 2 above.
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: _____
8. Name(s) of general partner(s): _____ Street address: _____

Aventura International Business Center, Inc.

2875 N.E. 191 St., PH3A, Aventura, FL

998-24071

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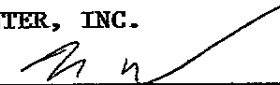
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of March, 19 98.

Signature of all general partners:

AVENTURA INTERNATIONAL BUSINESS CENTER, INC.

General Partner

By: 
General Partner
Mark E. Rousso, President

General Partner

General Partner

General Partner

General Partner

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

The undersigned constituting all of the general partners of _____
AVENTURA INTERNATIONAL BUSINESS CENTER, LTD.
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000,000.00

Signed this 18th day of March, 19 98

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.

**AVENTURA INTERNATIONAL BUSINESS
CENTER, INC.**

By: [Signature]
General Partner

MARK E. ROUSSO, PRESIDENT
General Partner

General Partner

General Partner

General Partner

General Partner

98 MAR 19 PM 12:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS