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 CONTACT: MARIA FELICIANO
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 FAX: (305) 376-6010
 DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
 NAME: HENNING (U.S.A.) VENTURES, LIMITED
 FAX AUDIT NUMBER: H96000010369 CURRENT STATUS: REQUESTED
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STATE OF FLORIDA
 DIVISION OF CORPORATIONS
 JUL 26 1996

22 JUL 26 1996

FAX AUDIT No. H96000010369

CERTIFICATE OF LIMITED PARTNERSHIP**OF****HENNING (U.S.A.) VENTURES, LIMITED**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is **HENNING (U.S.A.) VENTURES, LIMITED.**

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

(b) The name and address of the Partnership's agent for service of process is:

Valdes-Fauli Corporate Services, Inc.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, FL 33131

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

HENNING FLORIDA INTERNATIONAL, INC.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

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THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

FAX AUDIT No. H96000010369

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DIVISION OF CORPORATIONS
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4. The mailing address for the Limited Partnership is:

Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until June 30, 2036, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 25 day of July, 1996.

GENERAL PARTNER:

HENNING FLORIDA INTERNATIONAL, INC.,
a Florida corporation

By: Jurgen A. Henning

Jurgen A. Henning
President

Attest: Jurgen A. Henning

Jurgen A. Henning, Secretary

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25 day of July, 1996 by Jurgen A. Henning, who is personally known to me or has produced Identification 10834767 (Germany) as identification.

Nereida Perez-Alvarez
Print Name: Nereida Perez-Alvarez
NOTARY PUBLIC
State of Florida

My Commission Expires



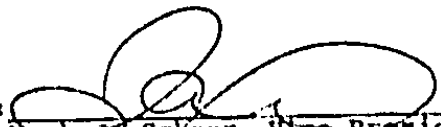
07-20-00 09:50 FAX 305 370 0010

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10/17/96

FAX AUDIT No. H96000010369

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I heroby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my dution.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheur, Vice President

Dated: July 25, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 JUL 26 11:05:50

FAX AUDIT No. H96000010369

A F F I D A V I T

STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public, personally appeared Jurgen A. Henning, as President of Henning Florida International, Inc., a Florida corporation, general partner of HENNING (U.S.A.) VENTURES, LIMITED (the "Affiant"), who, after first being duly sworn, under oath, depose and states that:

1. Affiant is the duly appointed authorized officer of Henning Florida International, Inc., a Florida corporation (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name HENNING (U.S.A.) VENTURES, LIMITED.

4. The capital contribution and anticipated capital of the initial limited partners is \$50,000.00.

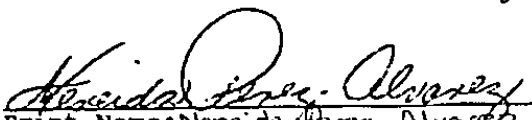
5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.


Jurgen A. Henning

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this 25 day of July, 1996 by Jurgen A. Henning, who is personally known to me or has produced driver's lic. 10834769 (Kenny) as identification.


Print Name: Nereida Perez-Alvarez
NOTARY PUBLIC
State of Florida

My Commission Expires:
0126990.01

