

RICHARDS

ATTORNEYS AT LAW

GRAND BAY PLAZA

2000 SOUTH BAYSHORE DRIVE

MIAMI, FLORIDA 33131

MIAMI, FLORIDA 33131

TELEPHONE (305) 451-0000

TELEFAX (305) 251-0000

CARACAS OFFICE
TORRE LA MER TOWER
20th FLOOR
CHUAC CARACAS
VENEZUELA
TEL (002 92 80 00 00)
FAX (002 92 80 00 00)

OF COUNSEL
MITCHELL W. POLANSKY

A950000000018
VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Sharon Tala

4000001 371034
01/05/95--01/05/95--016
****262.50 ****140.00

Re: Vertilux Management, Inc.
Vertilux Limited

Dear Sharon:

Enclosed is a check for \$262.50 which was previously omitted from our December 13, 1994 letter (the "Letter"), with regards to the above-referenced entities. Please proceed with filing the Articles of Incorporation and Certificate of Limited Partnership for the above entities as stated in the Letter.

Thank you for your cooperation. If you have any questions, please do not hesitate to contact us.

Sincerely,

Lissette Benitez

Lissette Benitez

LB/jas.
Enclosures

c:\vertilux\secstate.2

1499-8

87 50

20 34

RECEIVED

TO
DIRECTOR

6/10/95

**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF VERTILUX LIMITED,
A FLORIDA LIMITED PARTNERSHIP**

VERTILUX MANAGEMENT, INC. (the "General Partner") heroby makes, acknowledges and files this Certificate of Limited Partnership (the "Certificate") for Vertilux Limited, hereinafter referred to as the "Partnership".

1. Name of Partnership. The name of the Partnership is Vertilux Limited.
2. Mailing Address and Principal Place of Business of the Limited Partnership. The mailing address and principal place of business of the Partnership is 8953 N.W. 23rd Street, Miami, Florida, 33172. The General Partner shall promptly give notice to the other Partners of any change of mailing address.
3. Name and Business Address of General Partner. The name and business address of the General Partner of the Partnership is as follows:

Vertilux Management, Inc.
8953 Northwest 23rd Street
Miami, FL 33172

4. Effective Date. The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2044.

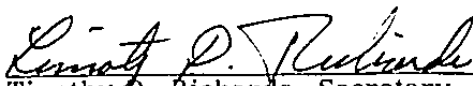
5. Agent for Service of Process. The Agent for service of process on the Partnership shall be Timothy D. Richards, Esq., 2665 South Bayshore Drive, Suite 900, Miami, Florida 33133.

6. Capital Contributions. The total amount of capital contributions which the General Partner and Limited Partners have made is property with a value of \$100.00.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of this 13 day of DECEMBER 1994, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:
VERTILUX MANAGEMENT, INC.

By:


Timothy D. Richards, Secretary

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY on this 13th day of December, 1994, before me, Timothy D. Richards, executed the foregoing Certificate and Affidavit of Florida Limited Partnership of Vertilux Limited.

My Commission Expires:

Lissette Benitez
Notary Public, State of Florida at
Large



LISSETTE BENITEZ
MY COMMISSION # CC409001 EXPIRES
September 22, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment as registered agent for service of process within the State of Florida of the limited partnership named Continental Farms Limited as set forth in the Certificate and Affidavit of Limited Partnership hereinabove set forth and hereby further state that I may be found as registered agent for service of process upon said partnership at the address set forth in Paragraph 5 of this Certificate.

Dated this 13 day of DEC., 1994.

Timothy D. Richards
Timothy D. Richards
Registered Agent

c:\vertilux\ltdpart.cer

CERTIFICATE AND AFFIDAVIT OF FLORIDA
LIMITED PARTNERSHIP OF VERTILUX LIMITED,
A FLORIDA LIMITED PARTNERSHIP

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 272-1212

NE: Vertilux Limited

A95000000018

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

G. TAX _____
 FILING 693.00
 R. AGENT FEE _____
 C. COPY _____
 TOTAL 693.00
 N. BACK _____
 BALANCE DUE _____
 REMITT _____

MK 4/26/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<u>7:00</u>	_____	CK No. _____
BY _____	<u>4/26/96</u>	_____	_____

WALK-IN _____
 Will Pick Up 4/26/96 12:00

	C. FEE.	DISBURSED
Capital Express		
Att. of Ind. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Att. of Amend. File		
Disolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		
SUBTOTALS		

200001804622
 -05/02/96--01036--002
 ***\$693.00 ***\$693.00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 11:47

The undersigned general partners of Vertilux Limited

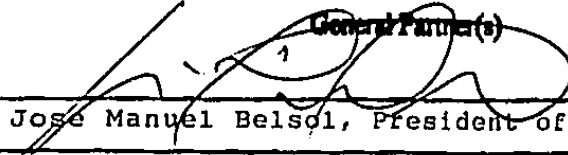
_____, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 99,100.

This 25th day of April, 19 96.

FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

General Partner(s)


Jose Manuel Belsol, President of General Partner
Vertilux Management, Inc.

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

11/2/96

13147

VERTILUX LTD - 3052050015

NO. 410

1996

APPLICATION FOR
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE

Barbara D. Mordwen

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 26 AM 11:47

DOCUMENT #

1. Reinstatement Partnership

Vertilux Limited
A95000000018

4/12/96

(DO NOT WRITE IN THIS SPACE)

2. Mailing Address 8953 NW 23rd Street Miami, FL 33172		3. Principal Office Address 8953 NW 23rd Street Miami, FL 33172	
City A State		City A State	
Country		Country	

4. Date Form is Registered To Do Business in Florida	12/16/94
5. File Number	65-0540437
6. CERTIFICATE OF STATUS DESIRABLE (X)	
7. State or Country of Formation	Florida

8a. Capital Contribution as Shown on Record \$100.00	FEES: 1. Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in file, with a minimum filing fee of \$66.00 and a maximum of \$437.50, for each year since this office. 2. Supplemental Fee(s): \$138.75 for each year plus this office, beginning with 1992 calendar year. 3. Penalty Fee(s): \$800 penalty fee for each year (year) from 1992 to 1994. Note: If the amount entered in file is greater than amount entered in file, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
8b. Amount of Capital Contribution in FLORIDA to date \$99,100	

9. Name and Address of Current Registered Agent Timothy D. Richards, Esq. 2665 S. Bayshore Drive, Suite 900 Miami, FL 33133	10. If changed, new registered agent's name Name Address (TAX) (Not Mailing to Post Address) Date, April 8, 1996 City 308001812973 -05/08/96--01038--012 WWW1085.00 FL 1085.00
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10a. I request in the provisions of sections 620.10(1) and 620.10(2), Florida Statutes, the above-named limited partnership registered or registered under the laws of the State of Florida, submit this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by all general partner(s). I hereby accept the responsibility of the partnership and accept the obligations of section 620.10(2), Florida Statutes.

STATELINE (Registered Agent Accepting Amendment)
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Number)	City, State and Zip Code	11b. Registered Document Number
Vertilux Management Inc.	8953 NW 23rd Street	Miami, FL 33172	P95000000731

PRORATA - 500.00
AR - 437.50
SUPP - 138.75
COS - 8.75
1,085.00

REINSTATEMENT 1996

COS

PR

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and correct and timely for the information contained in Sections 190.01(3)(b) & 190.01(3)(c) of the Florida Statutes. I further certify that the information is true and accurate and that my signature and seal have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership named in Section 190.01(3)(b) of the Florida Statutes.

SIGNATURE _____ DATE 4/25/96
Jose Manuel Belsol
President Vertilux Management, Inc.
Telephone Number (305) 591-1719