



THE UNITED STATES
CORPORATION
COMPANY

A0000000000016

ACCOUNT NO. : 072100000032

REFERENCE : 536112 83930A

AUTHORIZATION :

COST LIMIT : \$ PPD

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 4:10

ORDER DATE : January 3, 2000

ORDER TIME : 12:05 PM

ORDER NO. : 536112-005

CUSTOMER NO: 83930A

CUSTOMER: Ms. Linda Lacertosa
FRAZIER HOTTE & ASSOCIATES, PA
FRAZIER HOTTE & ASSOCIATES, PA
Suite 826
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

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-01/04/00--01001--025

****945.00 ****945.00

DOMESTIC FILING

NAME: N43, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

851.50
35.00
892.50

LP - 892.50
CERT 52.50

BK
1/3/00

CERTIFICATE OF LIMITED PARTNERSHIP OF
N43, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State, State of Florida, this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is N43, LTD.

2. The address of the office in the State of Florida, which will keep the records of the Partnership required to be maintained by §620.106 of the Florida Revised Uniform Limited Partnership Act (1986) ("Act") is:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

3. The name and address of the agent for service of process required to be maintained by §620.105(2) of the Act is:

Robert W. Frazier, Jr., Esq.
Frazier, Hotte & Associates, P.A.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

4. The names and business addresses of the General Partner of the Partnership is as follows:

GENERAL PARTNERS	BUSINESS ADDRESS
Echion U.S.A., Inc.	8890 W. Oakland Park Boulevard Suite 201 Fort Lauderdale, Florida 33351

m89579

5. The mailing address for the Partnership is as follows:

8890 West Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

6. The latest date upon which the Partnership is to dissolve is January 1, 2030, unless otherwise continued in

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accordance with the terms of an amendment to this Certificate of
Limited Partnership.

IN WITNESS WHEREOF, the undersigned, being the General
Partner of N43, LTD. has hereunto subscribed its hands and seals to
this Certificate dated this 31st day of December, 1999.

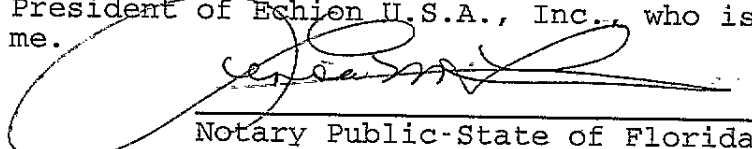
GENERAL PARTNER:

Echion U.S.A., Inc., a Florida corp.

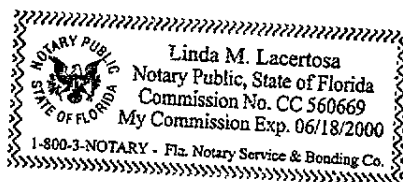
By: 

DANIEL HOTTE, PRESIDENT

Subscribed and sworn to before me this 31st day of December, 1999
by Daniel Hotte, as President of Echion U.S.A., Inc., who is
personally known to me.


Notary Public-State of Florida

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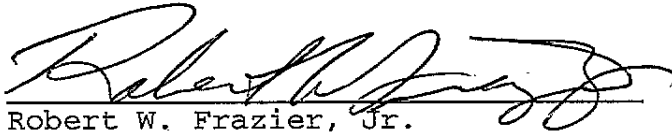


ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP
N43, LTD.

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The undersigned, ROBERT W. FRAZIER, JR., ESQ., having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been designated as the Registered Agent in the Certificate of Limited Partnership of N43, Ltd., am familiar with and accept the obligations of the position of Registered Agent of N43, Ltd., under Chapter 620, Florida Statutes.

Dated this 31st day of December, 1999.


Robert W. Frazier, Jr.

AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP OF
N43, LTD.

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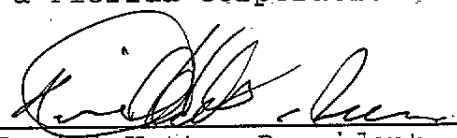
STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, President of Echion U.S.A., Inc., General Partner of N43, LTD. ("Partnership"), a Florida limited partnership, who, being first duly sworn, states as follows:

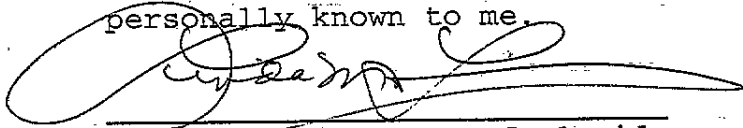
The Limited Partners' contributions to the Partnership total One Hundred Twenty Two Thousand, Five Hundred (\$122,500.00) Dollars at this time and no future contributions of limited partners are to be anticipated.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State, State of Florida, along with the Certificate of Limited Partnership.

GENERAL PARTNER: Echion U.S.A.,
Inc., a Florida corporation

By: 
Daniel Hotte, President

Subscribed and sworn to before me this 31st day of December, 1999 by Daniel Hotte, as President of Echion U.S.A., Inc., who is personally known to me.


Notary Public-State of Florida

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