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ARMSTRONG & MEJEFF
PROFESSIONAL ASSOCIATION
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SUITE 1111 DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

October 30, 2000

11/3

MJH

Ms. Michelle Hodges
Document Specialist
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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*****25.00 *****25.00

Re: MT, Americas LTD.

Dear Ms. Hodges:

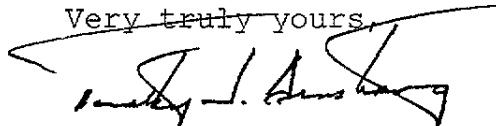
Pursuant to your letter dated September 25, 2000, a copy of which is enclosed, we submit the following original documents:

1. Certificate of Limited Partnership of MT Americas, Ltd.;
2. Affidavit;
3. Statement of Qualification of MT Americas, Ltd. as Limited Liability Partnership;
4. Statement of Qualification for Florida Limited Liability Limited Partnership.

Also attached is our check no. 21686 in the amount of \$25.00.

If you have questions or directions, please contact the undersigned. We appreciate your attention to this matter.

Very truly yours,



TIMOTHY J. ARMSTRONG

TJA:ea

Enclosures
liz\00ltrs\00-3358-009

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
MT AMERICAS, LTD.

Insert limited partnership's Florida document number: _____

or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: LLLP
(LLLP, L.L.L.P.)

3. The street address of its chief executive office: _____
(if different from current recorded address): _____

4. The street address of principal office in Florida: _____
(if different from above) _____

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:
X as of the date this document is filed with the Florida Secretary of State
or
_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:
Timothy J. Armstrong
Suite 1111, 2600 Douglas Road
Coral Gables, Florida 33134

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The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 30 day of October, 2000.
MADURO LATIN AMERICA, INC.

Signature of TWO Partners: By: [Signature], President
PLIMSOL MARINE, INC. - By: [Signature], Secretary

Typed or printed names of partners signing above: Richard A. Mitsoda (Maduro Latin America, Inc.)
Timothy J. Armstrong (Plimsol Marine, Inc.)

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75