

A00000002071



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 948421 81133A

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 784.00

ORDER DATE : December 28, 2000

ORDER TIME : 8:26 AM

ORDER NO. : 948421-005

CUSTOMER NO: 81133A

CUSTOMER: Jose Saavedra, Esq
Jose A. Saavedra, Esq

800003516778--4

8th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: LEAD INTERNATIONAL LTD.

EFFECTIVE DATE:

(Signature)

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

BK

12/29

FILED
00 DEC 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 29 AM 9:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEAD INTERNATIONAL LTD.

FILED
00 DEC 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting the sole General Partner of the limited partnership to be formed herein, desiring to form such limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act set forth in Sections 620.101 et. seq. of the Florida Statutes, does hereby certify:

1. The name of the limited partnership is LEAD INTERNATIONAL Ltd. (the "Limited Partnership").
2. The mailing and office address of the Limited Partnership is LEAD INTERNATIONAL Ltd., c/o Fernando Tellez, Gables Waterway, 1390 South Dixie Highway, Coral Gables, Florida 33146.
3. The name and address of the agent for service of process on the Limited Partnership is, Jose A. Saavedra, Esquire, 1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131. who upon accepting this designation agrees to comply with the provisions of Section 620.192, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.
4. The name and business address of the Limited Partnership's sole General Partner is LEAD INTERNATIONAL Inc., a Florida corporation, c/o President, Fernando Tellez, Gables Waterway, 1390 South Dixie Highway, Coral Gables, Florida 33146.
5. ⁹⁰⁰⁰⁰⁰⁰¹¹³³³⁸ The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.
6. An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached to this certificate of limited partnership.

IN WITNESS WHEREOF, the undersigned has executed this certificate on this 26 day of December 2000.

LEAD INTERNATIONAL Inc., a Florida
corporation, sole General Partner of LEAD
INTERNATIONAL Ltd., a Florida
Limited Partnership.

By: 

Luis Varela, Vice-President of LEAD
INTERNATIONAL Inc., a Florida corporation

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LEAD INTERNATIONAL Ltd., at the place designated in the preceding Certificate of Limited Partnership, Jose A. Saavedra, Esquire, states that he is familiar with, and accepts, the obligations provided for in Section 620.192, Florida Statutes.

Date: 12/26/00

Jose A. Saavedra
Jose A. Saavedra

F:\DATA\AGRMTS\WARELA\LP(2).CET

RECEIVED
00 DEC 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF AMOUNT OF CAPITAL CONTRIBUTIONS
BY THE LIMITED PARTNERS OF
LEAD INTERNATIONAL LTD.

FILED
00 DEC 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

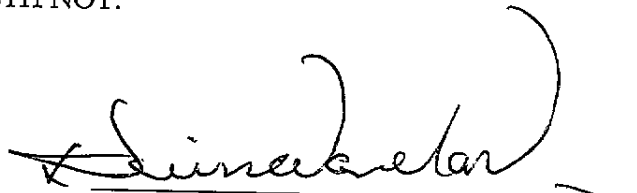
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Luis Varela, who after being duly sworn, deposes and says:

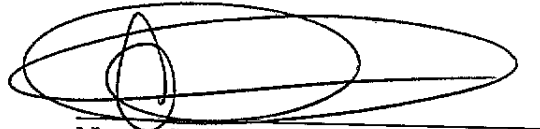
1. I am Vice-President of LEAD INTERNATIONAL Inc., a Florida corporation, the sole General Partner of LEAD INTERNATIONAL Ltd., (the "Limited Partnership"), soon to be a Florida limited partnership upon the filing of the certificate of limited partnership.

2. The amount of capital contributions made and anticipated to be made by the limited partners of the Limited Partnership to the Limited Partnership is \$106,250.

FURTHER YOUR AFFIANT SAYETH NOT.


Luis Varela, Vice-President of LEAD
INTERNATIONAL Inc.,
a Florida corporation

SWORN TO AND SUBSCRIBED before me on this 26 day of December 2000.


Notary Public

My Commission Expires:



Ade Gomez
Commission # GC 870279
Expires Sep. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.