



A010000000755

ACCOUNT NO. : 072100000032

REFERENCE : 170455 4306827

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 1, 2001

ORDER TIME : 11:03 AM

ORDER NO. : 170455-005

CUSTOMER NO: 4306827

CUSTOMER: Alan B. Cohn, Esq
Abrams Anton, P.a.

2021 Tyler Street

Hollywood, FL 33022

FILED
01 JUN -1 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN -1 PM 12:13
TO ASSISTANT ATTORNEY
SUFFICIENCY OF FILING

[Handwritten signature]

DOMESTIC FILING

NAME: NU FUTURE LTD., A FLORIDA
LIMITED PARTNERSHIP

EFFECTIVE DATE:

900004338289--5

-06/01/01--01063--017

***1837.50 ***1837.50

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

BK

CERTIFICATE OF LIMITED PARTNERSHIP

OF

NU FUTURE LTD.,

a Florida Limited Partnership

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TALLAHASSEE, FLORIDA

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is Nu Future Ltd.
2. The principal address and the mailing address of the office of the partnership is 2807 Coral Shores Drive, Fort Lauderdale, Florida 33306.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are Amos Chess; 2807 Coral Shores Drive, Fort Lauderdale, Florida 33306.
5. The latest date upon which the partnership shall dissolve is December 31, 2051.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.
7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

LAW OFFICES ABRAMS ANTON P.A., P.O. BOX 229010, HOLLYWOOD, FLORIDA 33022-9010

8. There is no priority of any one Limited Partner over another with respect to the contributions or compensation by way of income.

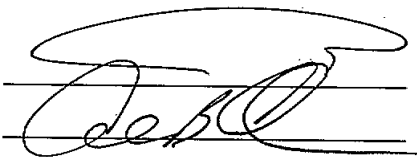
9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

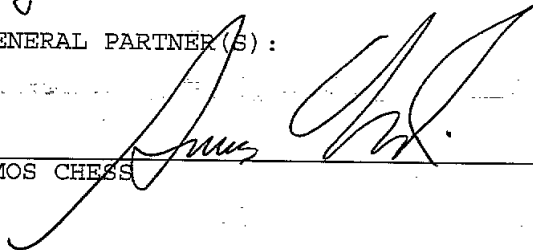
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of Nu Future Ltd. this May 31st day of May, 2001.

Witnesses:

GENERAL PARTNER(S):

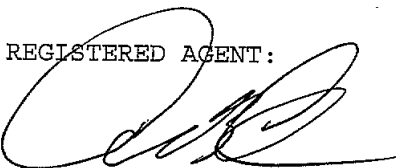


AMOS CHESSE



Having been named as registered agent for Nu Future Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



ALAN B. COHN

5/31/01:ABC:jbr

AFFIDAVIT OF CAPITAL CONTRIBUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared AMOS
CHESS, the General Partner(s) of NU FUTURE LTD., a Florida limited
partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the
partnership made by all of the Limited Partners is as follows:

\$500,000.00

The amount of additional capital contribution
anticipated to be contributed by each Limited Partner is as
follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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

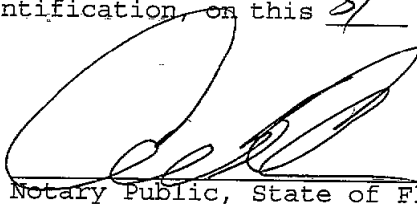
GENERAL PARTNER(s):



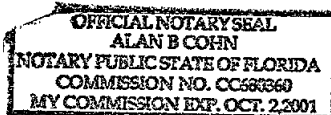
AMOS CHESS

The foregoing Affidavit was subscribed and acknowledged
before me by AMOS CHESS, who is personally known to me or who has

produced N/A as identification, on this 31 day of May, 2001.


Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA