



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2001

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: SANDLER & TRAVIS TRADE ADVISORY SERVICES LTD.
REF: W01000016608

FILED
01 JUL 19 PM 3:35
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000082592
Letter Number: 601A00042252

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H01000082592

CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Partnership is
Sandler & Travis Trade Advisory Services Ltd.

2. The business address of the Limited Partnership is:
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

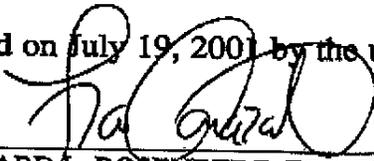
3. The name and Florida street address of the registered agent for service of process
of the Limited Partnership is:
Leonard L. Rosenberg, Esquire
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

4. The mailing address of the Limited Partnership is:
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

5. The latest date upon which the Limited Partnership is to be dissolved is July 18,
2031 unless the Limited Partnership is continued by the consent of all partners.

6. The name and address of the general partner of the Limited Partnership is:
STTAS Canada Corp.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126

Signed on July 19, 2001 by the undersigned representative of each general partner.



LEONARD L. ROSENBERG, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Leonard L. Rosenberg, Esquire | FL Bar Member 327182
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126
305-267-9200
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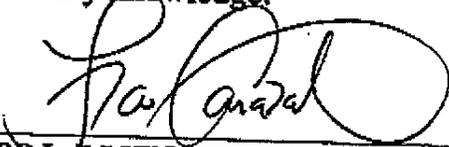
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Sandler & Travis Trade Advisory Services Ltd., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is \$50,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$50,000.

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.



LEONARD L. ROSENBERG, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: July 19, 2001

Leonard L. Rosenberg, Esquire | FL Bar Member 327182
Sandler, Travis & Rosenberg, P.A.
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED PARTNERSHIP:

Sandler & Travis Trade Advisory Services Ltd.

REGISTERED AGENT/OFFICE:

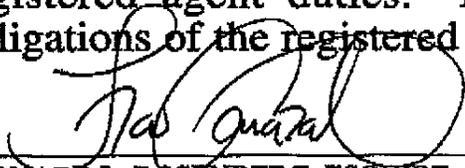
**Leonard L. Rosenberg, Esquire
5200 Blue Lagoon Drive
Suite 600
Miami FL 33126**

STATE
TALLAHASSEE, FLORIDA

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I agree to act as registered agent to accept service of process for the limited partnership named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LEONARD L. ROSENBERG, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: July 19, 2001

Leonard L. Rosenberg, Esquire | FL Bar Member 327182
Sandler, Travis & Rosenberg, P.A.
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Suite 600
Miami FL 33126
305-267-9200

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State of Florida



Department of State

TALLAHASSEE, FLORIDA

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I certify from the records of this office that STIAS CANADA CORP., is a corporation organized under the laws of Out of the Country, authorized to transact business in the State of Florida, qualified on July 19, 2001.

The document number of this corporation is F01000003818.

I further certify that said corporation has paid all fees due this office through December 31, 2001, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 301A00042347-071901-F01000003818-1/1, noted below.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Nineteenth day of July, 2001

Authentication Code: 301A00042347-071901-F01000003818-1/1



CR25022 (1-99)

Katherine Harris

Katherine Harris
Secretary of State