

FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

July 3, 2002

Of Counsel:
MR. DANIEL HOTTE*, LLL
*admitted to practice
only in the Province
of Quebec, Canada

AD 20 000 00964

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

000006441610--0
-07/16/02--01025--012
****157.50 ****157.50

IN RE: Filing of Limited Partnership - FLAMINGO SQUARE, LTD., a Florida
limited partnership

Gentlemen:

Enclosed herewith you shall find the following:

Two duplicate original Certificate of Limited Partnership, and one copy;
Two duplicate original Acceptance of Registered Agent, and one copy; and,
Two duplicate original Affidavit of Capital Contribution, and one copy.

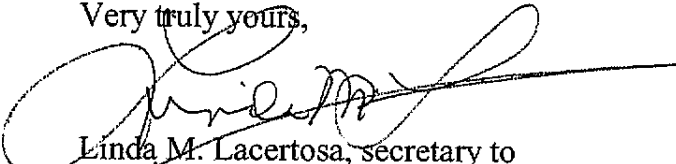
We are additionally enclosing our check payable to the Secretary of State in the amount of
\$157.50, representing the following:

\$ 70.00 Capital Contribution Fee
35.00 Registered Agent fee
52.50 Certified copy fee

Please file the limited partnership as soon as possible and remit the originals back to us.

Should you have any questions, kindly contact me.

Very truly yours,



Linda M. Lacertosa, secretary to
ROBERT W. FRAZIER, JR., ESQ.
encl.

Q:\docs\lr\NLP\FLAMINGOSQ\SECRETARYSTATE.LTR

02 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
7-17-02

**CERTIFICATE OF LIMITED PARTNERSHIP OF
FLAMINGO SQUARE, 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 FLAMINGO SQUARE, 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 PARTNER

BUSINESS ADDRESS

Echion U.S.A., Inc.

M89579

8890 W. Oakland Park Boulevard
Suite 201
Fort Lauderdale, Florida 33351

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, 2032, unless otherwise continued in accordance with the terms of an amendment to this Certificate

02 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

of Limited Partnership.

IN WITNESS WHEREOF, the undersigned, being the General Partner of
FLAMINGO SQUARE, LTD., has hereunto subscribed its hands and seals to this Certificate
dated this 10 day of July, 2002.

GENERAL PARTNER:

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

By: [Signature]

DANIEL HOTTE, PRESIDENT

Subscribed and sworn to before me this 10 day of July, 2002 by Daniel
Hotte, as President of Echion U.S.A., Inc., who is personally known to me.

[Signature]
Notary Public-State of Florida

Q:\docs\lr\LP\N43\CERTIFICATE

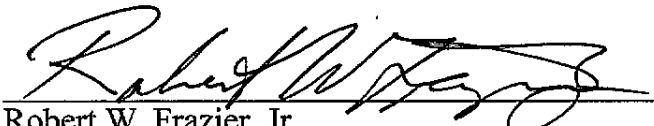


APPROVED
AND
FILED
02 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP
FLAMINGO SQUARE, LTD.**

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 FLAMINGO SQUARE, LTD., am familiar with and accept the obligations of the position of Registered Agent of FLAMINGO SQUARE, LTD., under Chapter 620, Florida Statutes.

Dated this 10 day of July, 2002.


Robert W. Frazier, Jr.

Q:\docs\lr\LP\FLAMINGOSQ\RA

APPROVED
AND
FILED
02 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP OF
FLAMINGO SQUARE, LTD.**

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 FLAMINGO SQUARE, LTD. ("Partnership"), a Florida limited partnership, who, being first duly sworn, states as follows:

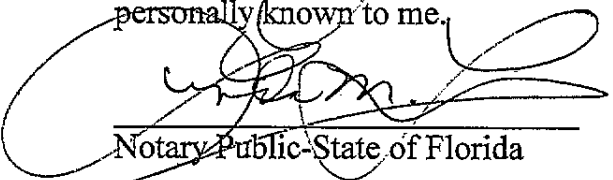
The Limited Partners' contributions to the Partnership total Ten Thousand (\$10,000.00) Dollars at this time and future contributions of limited partners are to be anticipated.

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 10 day of July,
2002 by Daniel Hotte, as President
of Echion U.S.A., Inc., who is
personally known to me.


Notary Public-State of Florida

Q:\docs\lr\LP\FLAMINGOSQ\capcont



02 JUL 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED