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DIVISION OF CORPORATIONS
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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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

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

September 24, 2004

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

IN RE: Filing of Limited Partnership - IAW PLANTATION, 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.

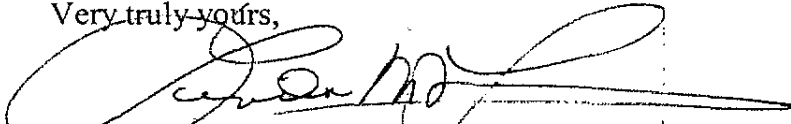
We are additionally enclosing our check payable to the Secretary of State in the amount of
\$367.50, representing the following:

\$ 280.00 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.

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CERTIFICATE OF LIMITED PARTNERSHIP OF

IAW PLANTATION, 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 IAW PLANTATION, 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 USA, Inc., a Florida
corporation

8890 W. Oakland Park Boulevard
Suite 201
Sunrise, Florida 33351

M 89579

5. The mailing address for the Partnership is as follows:

8890 West Oakland Park Boulevard
Suite 201
Sunrise, Florida 33351

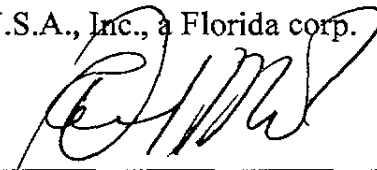
6. The latest date upon which the Partnership is to dissolve is January 1, 2035, unless otherwise continued in accordance with the terms of an amendment to this Certificate of Limited Partnership.

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IN WITNESS WHEREOF, the undersigned, being the General Partner,
Echion U.S.A., Inc., a Florida corporation, by and through its President, Daniel Hotte has
hereunto subscribed its hands and seals to this Certificate.

GENERAL PARTNER:

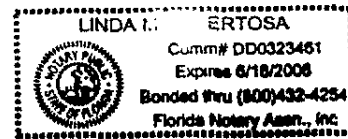
Echion U.S.A., Inc., a Florida corp.

By: 
DANIEL HOTTE, PRESIDENT

Subscribed and sworn to before me this 24 day of Sept, 2004 by Daniel
Hotte, as President of Echion U.S.A., Inc., a Florida corporation, who is personally known
to me.


Notary Public-State of Florida

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERSHIP OF
IAW PLANTATION, LTD.**

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Daniel Hotte, President of Echion U.S.A., Inc., as General Partner of IAW PLANTATION, LTD., ("Partnership"), a Florida limited partnership, who, being first duly sworn, states as follows:

The Limited Partners' contributions to the Partnership total Forty Thousand (\$40,000.00) Dollars at this time and no 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.

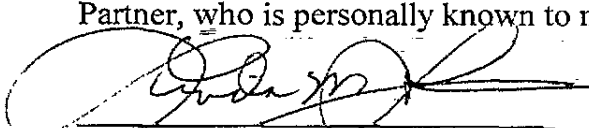
GENERAL PARTNER:

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

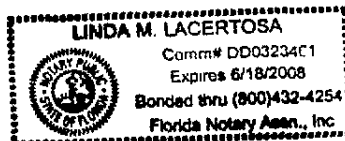
By: 
Daniel Hotte, President

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Subscribed and sworn to before me this 27 day of Sept, 2004 by Daniel Hotte, as President of Echion U.S.A., Inc., General Partner, who is personally known to me.


Notary Public-State of Florida

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP
IAW PLANTATION, 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 IAW PLANTATION, LTD., am familiar with and accept the obligations of the position of Registered Agent of IAW PLANTATION, LTD., under Chapter 620, Florida Statutes.

Dated this 24 day of Sept, 2004.



Robert W. Frazier, Jr., Esq.

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