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NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
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DOMENICK N. LIOCE
KENNETH A. MARRA

JOHN M. McDIVITT
NATHAN E. NASON
MARK A. PACHMAN
H. RICHARD SAPIR
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

May 11, 1995

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

*****1488913
-05/16/95--01102--002
*****140.00 *****140.00

Re: MTG Partners I, Ltd.
Our File: 3823/9737

To Whom It May Concern:

In connection with the proposed organization of MTG Partners I, Ltd., enclosed please find one duly executed original and one copy of the Certificate of Limited Partnership with attached Affidavit Regarding Capital Contributions. Also enclosed is a check made payable to the Department of State in the amount of One Hundred Forty Dollars (\$140.00) representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified evidentiary copy of the filed Certificate.

Please endorse your approval of this Certificate and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

CC
Enclosures
IF THE ROMAN DIGIT IS USED TO INDICATE THE NUMBER OF ENCLOSURES

5/19/95a

TALLAHASSEE, FLORIDA

1995 MAY 15 AM 11:44

FILED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MTG PARTNERS I, LTD.,

a Florida limited partnership

A95000000712

FILED
1995 MAY 15 AM 11:44
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, certifies as follows:

1. Partnership Name. The name of the partnership is MTG PARTNERS I, LTD. (the "Partnership",).

2. Partnership Office and Mailing Address. The office of the Partnership and its mailing address are: 11645 Biscayne Blvd., Suite 304, Miami, Florida 33180.

3. Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are: Philip H. Bergman, 11645 Biscayne Blvd., Suite 304, Miami, Florida 33180.

4. Name and Address of General Partner. The name and business address of the general partner are: MTG Ventures, Inc., 11645 Biscayne Blvd., Suite 304, Miami, Florida 33180.


5. Dissolution. The latest date upon which the Partnership may dissolve is December 31, 2034.

6. Affidavit Regarding Capital. The affidavit regarding capital contributions is attached hereto.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of MTG PARTNERS I, LTD., this 10 day of May, 1995.

General Partner:

By:


Philip H. Bergman, President of
MTG Ventures, Inc.

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF _____)

The foregoing Certificate of Limited Partnership was sworn to and acknowledged before me this 10 day of May, 1995, by Philip H. Bergman, President of MTG Ventures, Inc., general partner of MTG Partners I, Ltd., on behalf of the corporation and partnership, who is personally known to me OR who produced _____ as identification and who did _____ take an oath.

Ronald L. Martin

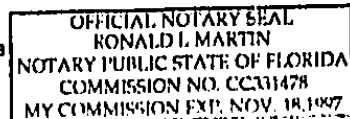
Notary Signature

RONALD L. MARTIN

Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for MTG Partners I, 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:

By: Philip H. Bergman
Philip H. Bergman

AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

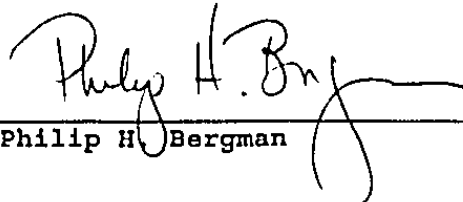
BEFORE ME, the undersigned authority, personally appeared Philip H. Bergman, affiant herein, who being sworn on oath deposes and says:

1. I am the President of MTG Ventures, Inc., the general partner of MTG Partners I, Ltd., a Florida limited partnership (the "Partnership").

2. The limited partner of the Partnership has contributed capital in the sum of \$-0-.

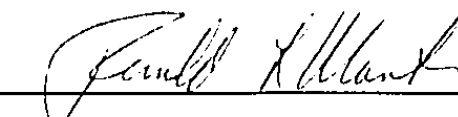
3. The limited partner of the Partnership anticipates the amount to be contributed is a maximum of \$-0-.

4. Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief is true, correct and complete.


Philip H. Bergman

FILED
1995 MAY 15 AM 11:44
ALLAHSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 10 day of May, 1995, by Philip H. Bergman, who is personally known to me OR who produced _____ as identification and who did _____ take an oath.



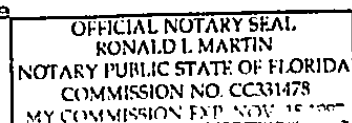
Notary Signature



Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



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STATE
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General Partner:

By:


Philip H. Bergman, President of
MTG Ventures, Inc.

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF _____)

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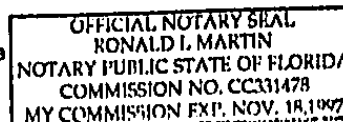
Ronald L. Martin

Notary Signature

Ronald L. Martin

Print Notary Name

NOTARY PUBLIC
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REGISTERED AGENT:

By: Philip H. Bergman
Philip H. Bergman

AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

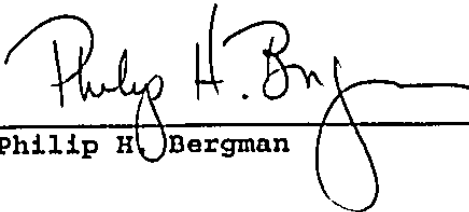
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1. I am the President of MTG Ventures, Inc., the general partner of MTG Partners I, Ltd., a Florida limited partnership (the "Partnership").

2. The limited partner of the Partnership has contributed capital in the sum of \$-0-.


3. The limited partner of the Partnership anticipates the amount to be contributed is a maximum of \$-0-.

4. Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief is true, correct and complete.


Philip H. Bergman

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TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 10 day of May, 1995, by Philip H. Bergman, who is personally known to me OR who produced _____ as identification and who did _____ take an oath.


Notary Signature
Ronald L. Martin
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
RONALD L. MARTIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC331478
MY COMMISSION EXP. NOV. 18 '00