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95 JUN 15 AM 11:41

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 619419 10561

AUTHORIZATION :

200001515392
-06/19/95--01007--015
***157.50 ***157.50

COST LIMIT : 9 PPD

ORDER DATE : June 15, 1995

ORDER TIME : 10:58 AM

ORDER NO. : 619419

CUSTOMER NO: 10561

CUSTOMER: Robert Hudson, Jr., Esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

FILED
1995 JUN 15 PM 12:42
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MONTECIDO, LTD.

ARTICLES OF INCORPORATION
XXXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY

PLAIN STAMPED COPY

XXXX CERTIFICATE OF GOOD STANDING (2)

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: _____

FF - \$70.00
FA - \$35.00
CC - \$52.50

10/15/95a

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MONTECIDO, LTD.

a Florida limited partnership

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TALLAHASSEE, FLORIDA

1. The name of this limited partnership is Montecido, Ltd. (the "Partnership").
2. The principal place of business and the mailing address of the Partnership is:

801 Brickell Avenue
Suite 1301
Miami, Florida 33131

3. The name and address of the registered agent of the Partnership is:

John S. Sullivan
c/o PRS International
801 Brickell Avenue, Suite 1301
Miami, Florida 33131

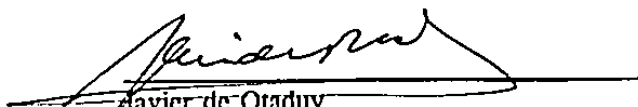
4. The name and address of the General Partner of the Partnership is:

Javier de Otaduy
Le Casa Binca
Bla 3et #3
17 Boulevard du Larvotto
Montecarlo 98000, Monaco

5. The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the undersigned general partner of Montecido, Ltd.,
has executed this Certificate of Limited Partnership this 24th day of May, 1995.

GENERAL PARTNER:


Javier de Otaduy

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

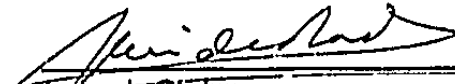
1. The name of the partnership is Montecido, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of the capital contribution of the Limited Partner and the amount anticipated to be contributed by the Limited Partner of the Partnership is \$10,000.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

Dated: May 27, 1995

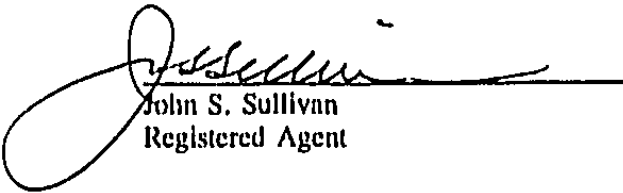


Javier de Oladuy

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Montecido, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


John S. Sullivan
Registered Agent

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