

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

A96000000001
 1996
 DIVISION OF CORPORATIONS

FILED

96 FEB -1 PH 2:21

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
 • Quiet Technology
 • Ventura, Ltd.

1a. DOCUMENT #
 A96000000001

Mailing Address: P.O. Box 523726
 Miami, Florida 33152

Principal Office Address: 2261 N.W. 67th Avenue
 Building #700
 Miami, Florida 33126

2. New Mailing Address (if Applicable)

State Apt # etc
 City State & Zip

2a. New Principal Office Address (if Applicable)

State Apt # etc
 City State & Zip

3. Date Formed or Registered to Do Business in FLORIDA
 December 29, 1995

3a. Date of Last Report
 N/A

4. State or Country of Formation
 Florida

5a. Capital Contributions as Shown on Record
 \$5,102,863

5b. Amount of Capital Contributions in FLORIDA to date
 \$4,081,279

6. FID Number

X Applied For
 Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a maximum filing fee of \$52.50 and a maximum of \$437.50
 2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
 THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$437.50 + \$138.75)
 Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
 MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
 Quiet Technology DC-8, Inc.
 2261 N.W. 67th Avenue
 Building #700
 Miami, Florida 33126

10. If changed, new Registered Agent Office
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 State Apt # etc
 City
 FL Zip Code

10a. Pursuant to the provisions of sections 620, 1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
Quiet Technology DC-8, Inc.	2261 N.W. 67th Avenue Building #700	Miami, Florida 33126	P96000000009
		AR - \$437.50 SF - \$138.75	
		100001705891 -02/05/96--01003--015 2-1-96	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.073(4), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.073(4) in the event that the information supplied is deemed exempt from public access. I further certify that the information included on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Barry H. Fine* DATE January 22, 1996
 Typed or Printed Name of General Partner Signing Form: Barry H. Fine, Vice President Telephone Number: (305) 871-6606
 Quiet Technology DC-8, Inc.

CR2E003 (6/95)

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0301 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

A96000000001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 4: 17

ACCOUNT NO. : 072100000032
REFERENCE : 787209 1056I
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 787209

CUSTOMER NO: 1056I

CUSTOMER: James H. Barrett, esq
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

FILE

SECOND !!!

100001678811
-01/04/96--01092--011
***1837.50 ***1837.50

DOMESTIC FILING

NAME: QUIET TECHNOLOGY VENTURE, LTD.

RECEIVED
95 DEC 29 PM 12: 14
DIVISION OF CORPORATIONS

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

G. TAX _____
FILING 1750.00
R. AGENT FEE 25.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
OFFUND _____

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS: NCL

12/29/95

CERTIFICATE OF LIMITED PARTNERSHIP

OF

QUIET TECHNOLOGY VENTURE, LTD.

a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 29 PM 4: 17

1. The name of the limited partnership is Quiet Technology Venture, Ltd. (the "Partnership").
2. The principal place of business address of the Partnership is:

2261 N.W. 67th Avenue
Building #700
Miami, Florida 33126
3. The mailing address of the Partnership is:

P.O. Box 523726
Miami, Florida 33152
4. The name and address of the registered agent of the Partnership is:

Quiet Technology DC-8, Inc.
2261 N.W. 67th Avenue
Building #700
Miami, Florida 33126

P95000000009
5. The name and address of the sole General Partner of the Partnership is:

Quiet Technology DC-8, Inc.
2261 N.W. 67th Avenue
Building #700
Miami, Florida 33126
6. The latest date upon which the Partnership is to dissolve is December 31, 2015.

IN WITNESS WHEREOF, the undersigned general partner of the Quiet Technology Venture, Ltd. has executed this Certificate of Limited Partnership this 28th day of December, 1995.

GENERAL PARTNER:

QUIET TECHNOLOGY DC-8, INC.

By: _____

J. Frank Fine
J. Frank Fine, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
STATE
SECRETARY OF CORPORATIONS
OFFICE OF
95 DEC 29 PM 4:17

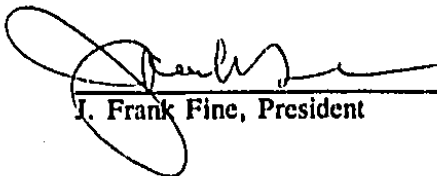
1. The name of the partnership is Quiet Technology Venture, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the Limited Partners of the Partnership totals \$5,102,863.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

QUIET TECHNOLOGY DC-8, INC.



J. Frank Fine, President

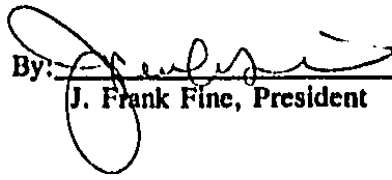
DATED: December 28, 1995

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 DEC 29 PM 4:19

The undersigned, having been named as Registered Agent for Quiet Technology Ventures 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.

QUIET TECHNOLOGY DC-8, INC..

By:  _____
J. Frank Fine, President

78452

A96000000001

800002057178--4
-01/14/97--01117--013
***1750.00 ***1750.00

1/07/97 CORPORATE DETAIL RECORD SCREEN 8:42 AM
NUM: A96000000001 ST:FL ACTIVE/FL LP FLD: 12/29/1995
ACT CONT: 5,102,863.00 FEI#: 65-0639618
NAME : QUIET TECHNOLOGY VENTURE, LTD.
PRINCIPAL: 2261 N.W. 67TH AVE., BLDG. #700
ADDRESS MIAMI, FL 33126
MAILING : P.O. BOX 523726
ADDRESS MIAMI, FL 33152
RA NAME : QUIET TECHNOLOGY DC-8, INC.
RA ADDR : 2261 N.W. 67TH AVE., BLDG. #700
MIAMI, FL 33126 US
ANN REP :

(1996) I 02/01/96

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3:39

Name	
Availability	
Treatment	
Exact	000
Update	00
Updater	
verifier	
Acknowledgement	000
W. P. Verifier	000

*increasing to
\$5,750,336.00*

C. TAX _____
FILING 1750.00
R. ADDN. FEE _____
C. EST. _____
TO: _____
N. BANK _____
BALANCE DUE _____
REFUND _____

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of **QUIET TECHNOLOGY VENTURE, LTD.**, a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is **\$5,750,336.**

This 27 day of December, 1996.

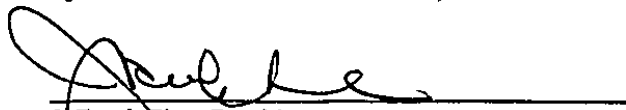
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 3 PM 3:39

GENERAL PARTNER

QUIET TECHNOLOGY DC-8, Inc.



J. Frank Fine, President,
QUIET TECHNOLOGY DC-8, Inc.