

1201 HAYS STREET
TALLAHASSEE, FL 32309
904-231-7100
904-231-7100 FAX

800-342-8006

A96 000000039

RECEIVED

96 JAN -4 PM 4:23

DIVISION OF CORPORATION



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 AM 11:42

ACCOUNT NO. : 072100000032

REFERENCE : 792986 014640

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 140.00

ORDER DATE : January 4, 1996

ORDER TIME : 3:34 PM

ORDER NO. : 792986

400001679384

CUSTOMER NO: 01464A

CUSTOMER: Robert M. Kramer, Esq
KRAMER GREEN ZUCKERMAN &
KAHN, P.A.
Suite 485-s
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: INFINITY ELECTRONICS
HOLDINGS, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

1/4/96
BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 AM 11:42

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The name of the Limited Partnership is INFINITY ELECTRONICS HOLDINGS, LTD.
2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is:

Robert M. Kramer
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

3. The name and business address of each General Partner is:

Infinity Electronics, Inc.
1 NE 1st Street
Suite 513
Miami, Florida 33132

PGYU0000 01864

4. The mailing address for the Limited Partnership is :

c/o KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, Florida 33021

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

INFINITY ELECTRONICS, INC.,
General Partner

BY: *[Signature]*
TITLE: President

FILED STATE
SECRETARY OF CORPORATIONS
95 JAN -4 AM 11:42

STATE OF FLORIDA }
COUNTY OF Dade }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Enrique Zenderman as Pres. of Infinity Electronics, Inc., General Partner of Infinity Electronics Holdings, Ltd., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of Dec., 1995.

Robert M. Kramer
NOTARY PUBLIC

(seal)

OFFICIAL NOTARY SEAL
ROBERT M KRAMER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC190897
MY COMMISSION EXP. APR. 27, 1996

bob\infty\crt
File No. 1209.1
12/22/95

FILED STATE
SECRETARY OF CORPORATIONS
96 JAN -4 AM 11:42
DIVISION OF CORPORATIONS

LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA }
COUNTY OF Dade }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

- 1. The undersigned is the sole General Partner of INFINITY ELECTRONICS HOLDINGS, LTD.
- 2. The amount of the original capital contributions of the Limited Partners is \$990.00. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

INFINITY ELECTRONICS HOLDINGS, LTD.

BY: [Signature]
PRESIDENT of
INFINITY ELECTRONICS, INC.,
General Partner

STATE OF FLORIDA }
COUNTY OF Dade }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Enrique Zendermon as Pres of Infinity Electronics, Inc., General Partner, of Infinity Electronics Holdings, Ltd., to me known to be the person described in and who executed the foregoing Limited Partnership Affidavit and he acknowledged before me that he executed the same. He is personally known to me and he took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of Dec., 1995.

[Signature]
NOTARY PUBLIC

(seal)

OFFICIAL NOTARY SEAL
ROBERT M KRAMER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC190697
MY COMMISSION EXP. APR. 27, 1996

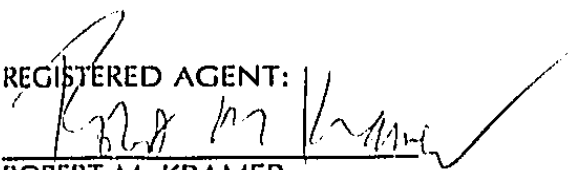
ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT
INFINITY ELECTRONICS HOLDINGS, LTD.

FILED STATE
SECRETARY OF
DIVISION OF CORPORATE
99 JAN - 1 AM 11:12

The undersigned, having been named the Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, the undersigned hereby accepts the same and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: Dec. 28, 1995.

REGISTERED AGENT:


ROBERT M. KRAMER