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**Registered Patent Attorney
Admitted to MA. only

March 20, 1996

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Fl. 32399

300001755173
-03/22/96--01100--008
***1837.50 ***1837.50

Re: Certificate of Limited Partnership of
Sunrise Import & Export, Ltd.

Dear Sir/Madam:

Enclosed please find the original of the subject Certificate of Limited Partnership and Affidavit of Capital Contributions. Upon filing, please return a certified copy of the Certificate to the undersigned.

Our check in the amount of \$1,837.50 is enclosed in payment of the following fees:

Filing Fees	\$1,750.00
Certified copy of Certificate of Limited Partnership	52.50
Registered Agent Designation	35.00
Total	\$1,837.50

If you should have any questions, please contact me. Your prompt attention to this matter is appreciated.

Very truly yours,

JONAS & WOLMER, P.A.

By: Brent G. Wolmer
Brent G. Wolmer

BGW/rw

Enclosures:

3/26/96

FILED
96 MAR 22 AM 9:43
TALLAHASSEE, FL 32399

CERTIFICATE OF LIMITED PARTNERSHIP
FOR
SUNRISE IMPORT AND EXPORT, LTD.

A96000000588

The undersigned general partner desiring to form a Florida limited partnership hereby files the following Certificate of Limited Partnership of SUNRISE IMPORT AND EXPORT, LTD., pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, Chapter 620, of the Florida Statutes.

1. Name of Limited Partnership
SUNRISE IMPORT AND EXPORT, LTD.
2. Address of Limited Partnership Office
442 Mariner Drive
Jupiter, Florida 33477
3. Name and Address of Agent for Service of Process
Juergen Hegel
442 Mariner Drive
Jupiter, Florida 33477
4. Name and Address of the General Partner
Sunrise Import and Export, Inc.
C/O Juergen Hegel
442 Mariner Drive
Jupiter, Florida 33477
5. Mailing Address for the Limited Partnership
C/O Juergen Hegel
442 Mariner Drive
Jupiter, Florida 33477
6. Latest Date Upon Which the Limited Partnership is to Dissolve
December 31, 2006
7. Affidavit Regarding Capital Contributions of Limited Partners

An Affidavit declaring the amount of capital contributions of the Limited Partners is annexed hereto and made a part hereof as Exhibit A.

By the execution hereof, the undersigned General Partner hereby affirms under the penalties of perjury that the facts stated under the within and foregoing Certificate of Limited Partnership are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of SUNRISE IMPORT AND EXPORT, LTD. this 15 day of March, 1996.

GENERAL PARTNER
SUNRISE IMPORT AND EXPORT, INC.
a Florida corporation

By: Juergen Hegel
JUERGEN HEGEL, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

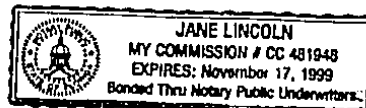
The foregoing instrument was acknowledged before me this 15 day of March, 1996, by JUERGEN HEGEL, as President of SUNRISE IMPORT AND EXPORT, INC., who is personally known to me or who has produced driver's license as identification and who did (did not) take an oath.

Jane Lincoln
Signature of Notary Public

Print Name: Jane Lincoln

My Commission Expires: _____

(SEAL)



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SUNRISE IMPORT AND EXPORT, 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

Juergen Hegel
JUERGEN HEGEL

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of March, 1996 by JUERGEN HEGEL, who is personally known to me or who has produced driver's license as identification and who did (did not) take an oath.

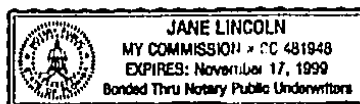
Jane Lincoln
Signature of Notary Public

Print Name: Jane Lincoln

My Commission Expires: _____

(SEAL)

bgw\sunrise.cer



96 MAR 22 AM 9:43

AFFIDAVIT RE
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS TO
SUNRISE IMPORT AND EXPORT, LTD.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Personally appeared JUERGEN HEGEL, President of SUNRISE IMPORT AND EXPORT, INC., General Partner of SUNRISE IMPORT AND EXPORT, LTD., who, being first duly sworn, did depose and say that:

1. I am the President of Sunrise Import and Export, Inc., the sole General Partner of Sunrise Import and Export, Ltd.

2. On March 15, 1996, Sunrise Import and Export, Ltd., was formed.

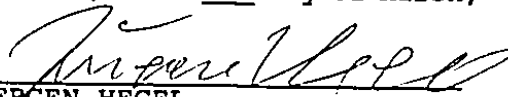
3. The initial capital contributions made by each of the Limited Partners in Sunrise Import and Export, Ltd., are as follows:

Juergen Hegel	\$150,000.00
Brigitte Grimm	\$ 100.00
Olaug Osman	\$ 100.00

4. It is anticipated that an additional capital contribution will be made by Limited Partner, Juergen Hegel in the amount of \$500,000.00.

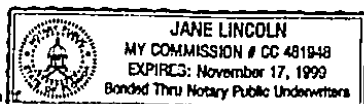
5. I make this Affidavit pursuant to Florida Statutes 620.108 and on my personal knowledge and information. Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated at JUPITER, Florida, this 15 day of March, 1996.



JUERGEN HEGEL

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of February, 1996 by JUERGEN HEGEL, who is personally known to me or who has produced Oliver's house as identification and who did (did not) take an oath.



bgw\sunr100.a


Signature of Notary Public
Print Name: Jane Lincoln
My Commission Expires: _____