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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1402 W FLAGLER BL
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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NAME: THE ASSOCIATES, LTD.
FAX AUDIT NUMBER: H960000008423
DATE REQUESTED: 06/17/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$140.00

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ACCOUNT NUMBER: 072460003265

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W. P. Verifier	AR

40-0110-21 Nov 95
JUL 12 1996

CERTIFICATE OF LIMITED PARTNERSHIP OF
THE ASSOCIATES, LTD., a Florida Limited Partnership:

(4)

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- FIRST:** The name of the limited partnership is **THE ASSOCIATES, LTD.**
- SECOND:** The street address of the initial registered office of the limited partnership is 2809 Bird Avenue # 189, Miami, Florida 33133, and the name of the registered agent shall be Laura Santamaria, Esquire.
- THIRD:** The name of the General Partner is **ARIES CONSULTING GROUP, INC.** and its business address is 6619 South Dixie Highway, Miami, Florida 33143.
- FOURTH:** The mailing and regular address of the limited partnership is 6619 South Dixie Highway, Miami, Florida 33143.
- FIFTH:** The Partnership shall commence business upon the filing of this certificate of limited partnership with the Office of the Florida Secretary of State and shall continue until its existence until terminated by the partnership agreement or by operation of law.

IN WITNESS WHEREOF, the general partner has executed this original Certificate of Limited Partnership this 14 day of June, 1996.

ARIES CONSULTING GROUP, INC
a Florida Corporation

By: [Signature]
Mario Trujillo, President

This Instrument Prepared By:
Laura Santamaria, Esquire
2809 Bird Avenue # 189
Miami, Florida 33133
Fla. Bar No. 745979
305-446-0300

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RECEIVED
JUN 14 1996
STATE OF FLORIDA
SECRETARY OF STATE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provision of Section 607.321, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited partnership: **THE ASSOCIATES, LTD.**
2. The name and address of the registered office is.

Laura Santamaria, Esquire
 2109 Blvd Avenue # 189
 Miami, Florida 33133

Signature/Acceptance: _____


 LAURA SANTAMARIA, ESQ.

DATED: 06/14/96

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 FBI - MIAMI

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DASH

BEFORE ME, the undersigned, constituting all of the general partners of THE ASSOCIATES, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

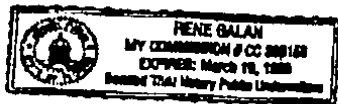
ARIES CONSULTING GROUP, INC.
a Florida Corporation

By: *[Signature]*
Mario Trujillo, President

Before me, the undersigned, duly authorized to take oaths in the State of Florida, County of Dade, personally appeared Mario Trujillo, as President of Aries Consulting Group, Inc., General Partner of The Associates, Ltd., a Florida Limited Partnership, who presented driver's license as identification and executed the foregoing document for the purposes therein expressed.

My commission expires:

[Signature]
Notary Public



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SECRET
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

Mario Trujillo
THE ASSOCIATES, LTD.
6649 S. Dixie Hwy.
Miami, FL 33143

SUBJECT: THE ASSOCIATES, LTD.
Reference: A96000001135

Dear Mr. Trujillo:

We regret to inform you that due to an oversight on the part of the document examiner, the certificate of limited partnership and the affidavit of capital contributions submitted on behalf of the above referenced limited partnership, which were accepted and filed by this office on June 17, 1996, were accepted and filed in error.

As you can see by the enclosed photocopies, Number 3 of the certificate of limited partnership lists ARIES INTERNATIONAL GROUP, INC. as the sole general partner of the limited partnership. However, the signature portions of both the certificate of limited partnership and the affidavit of capital contributions reflect ARIES CONSULTING GROUP, INC. as the sole general partner. Because the name and address of the general partner contained within the certificate and the general partner signing both the certificate and affidavit as such must be the same, the limited partnership must file an amendment to correctly identify the name and address of its general partner.

For your convenience, we are enclosing the appropriate form and instructions for filing the amendment. Of course, the fee to file the amendment will be waived due to our error and a certified copy of the amendment will be returned to you free of charge.

Please be advised our records do not reflect a 1997 limited partnership annual report filing for this limited partnership. Because said annual report form was due on before January 1, 1997, the 1997 limited partnership annual report form and applicable fees must be submitted with the above referenced amendment. Please refer to the instructions on the back of the annual report form for block 8 for the total amount due to file the annual report.

To avoid any mishandling by this office, we ask that you return all documents and fees to the attention of the undersigned. We are enclosing a self-addressed envelope for your convenience.

Mario Trujillo
Page Two
January 30, 1997

Please accept our sincere apology for this oversight. And should you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Sincerely,

(Mrs.) Brenda L. Tadlock
Sr. Section Administrator
Registration Section
(904) 487-6911

blt

Enclosures