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PRINTED FOR
REGISTRATION SERVICE ACCOUNT NO. : 072100000012

REFERENCE : 994429 4303929

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 166.25

ORDER DATE : June 20, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 994429

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: EWE WAREHOUSE INVESTMENTS II,
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

6/20/96
1311

96 JUN 20 PM 3:11
STATE
CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
EWE WAREHOUSE INVESTMENTS II, LTD.**


Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1993), and §620.108 of the Florida Statutes, the undersigned, being all of the General Partners of EWE WAREHOUSE INVESTMENTS II, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is EWE WAREHOUSE INVESTMENTS II, LTD.
2. The business address and the mailing address of the limited partnership is 300 Greco Avenue, Coral Gables, Florida 33146.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is Corporation Service Company.
4. The Florida street address for the registered agent is 300 Greco Avenue, Coral Gables, Florida 33146.

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of EWE WAREHOUSE INVESTMENTS II, LTD., at the place designated in this Certificate of Limited Partnership of EWE WAREHOUSE INVESTMENTS, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent
Gail Shelby, Its Agent
Dated: June 20, 1996

6. The name and business address of the general partner is as follows:

EWE WAREHOUSE INVESTMENTS II, INC.
300 Greco Avenue
Coral Gables, Florida 33146

