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TO: DIVISION OF CORPORATIONS
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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580
(305)350-2446

FAX #:

NAME: NEW RIVER ASSOCIATES, LTD.
AUDIT NUMBER.....H96000012477
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..1 PAGES..... 4
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TALLAHASSEE, FLORIDA

Fax Audit No. H96- 12477

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEW RIVER ASSOCIATES, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is **NEW RIVER ASSOCIATES, LTD.**, a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

65 NW 168th Street
North Miami Beach, Florida 33169.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

NRD Group, Inc.
65 NW 168th Street
North Miami Beach, Florida 33169.

4. The name and business address of the sole general partner of the Limited Partnership are:

NRD Group, Inc. *896 0000 73762*
65 NW 168th Street
North Miami Beach, Florida 33169.

5. The mailing address for the Limited Partnership is:

65 NW 168th Street
North Miami Beach, Florida 33169.

6. The latest date upon which the Limited Partnership is to dissolve is **December 31, 2050.**

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

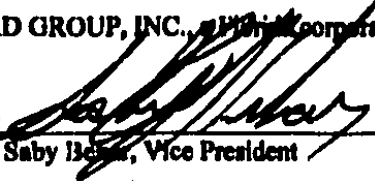
This instrument prepared by:
Marc J. Stone, Esquire
Florida Bar No. 724920
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 5th day of September, 1996.

NRD GROUP, INC., a Florida corporation

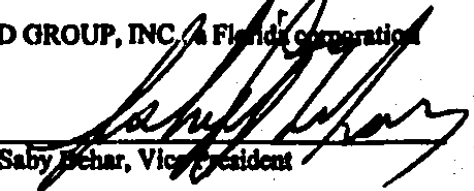
By: 
Saby Bchar, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as Vice President and on behalf of NRD GROUP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for NEW RIVER ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: September 5, 1996.

NRD GROUP, INC., a Florida corporation

By: 
Saby Bchar, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

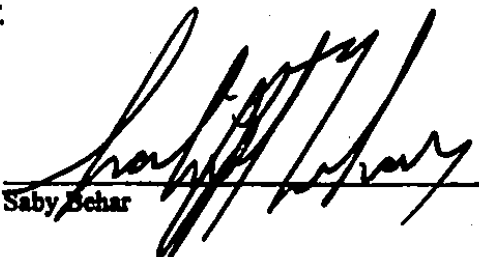
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Saby Behar, as Vice President of NRD GROUP, INC., a Florida corporation (the "Corporation"), which Corporation is the sole general partner of NEW RIVER ASSOCIATES, LTD., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the Vice President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$1,300,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.


Saby Behar

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'THE FOREGOING INSTRUMENT' was sworn to and subscribed before me this 5th day of September, 1996, by Saby Behar, as Vice President of NRD GROUP, INC., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

OFFICIAL NOTARIAL SEAL
ANDREA Y FIALLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC570327
MY COMMISSION EXPIRES AUG. 3, 2000

OFFICIAL NOTARY SEAL
ANDREA Y FIALLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC570327
MY COMMISSION EXPIRES AUG. 3, 2000

Andrea Y Fiallo
Print Name: ANDREA Y FIALLO
NOTARY PUBLIC, State of Florida
Serial No., if any: CC570327

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