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PAUL A. LESTER, P.A.
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FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
HANZMAN CRIDEN
KOROE & CHAYKIN, P.A.

September 5, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001943350
-09/10/96--01104--006
****140.00 ****140.00

RE: Televoice Holdings West, Ltd.

Gentlemen:

Enclosed you will find original and one copy of the Certificate of Limited Partnership of Televoice Holdings West, Ltd. Also enclosed is our check in the amount of \$140.00.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely

Ronald R. Fieldstone
Ronald R. Fieldstone

RRF:cs

Encls.

cs/ut:hs

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Name	RE 9-10
Availability	
Document Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledgement	RE
W. P. Verifier	RE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TELEVOICE HOLDINGS WEST, LTD.**

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is TELEVOICE HOLDINGS WEST, LTD.
2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Ronald R. Fieldstone
200 S. Biscayne Blvd., Ste. 2100
Miami, FL 33131

3. The name and business address of the sole general partner is:

Televoice Management, Inc.
c/o Richard Lasry, President
21000 N.E. 28th Avenue
Aventura (N. Miami Beach), Florida 33180

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TALLAHASSEE, FLORIDA

4. The mailing address for the limited partnership is:

c/o Richard Lasry, President
21000 N.E. 28th Avenue
Aventura (N. Miami Beach), Florida 33180

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

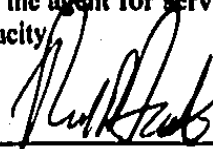
The undersigned general partner has executed this Certificate of Limited Partnership effective this 19 day of JUNE, 1996.

GENERAL PARTNER:

TELEVOICE MANAGEMENT, INC., a
Florida corporation

By:  RLS
Richard Lasry, President

The undersigned accepts the foregoing designation as the agent for service of process on
Televoice Holdings West, Ltd. and agrees to act in that capacity.



Ronald R. Fieldstone

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

The undersigned, RICHARD LASRY, as President of the sole partner of TELEVOICE HOLDINGS WEST, LTD., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is the President of TELEVOICE MANAGEMENT, INC., a Florida corporation, and in that capacity has full authority to sign this Affidavit on behalf of the Corporation.

2. That TELEVOICE MANAGEMENT, INC., is the sole general partner of TELEVOICE HOLDINGS WEST, LTD., a Florida limited partnership.

3. That the amount of the capital contributions of the limited partner and the total amount anticipated to be contributed by the partners at this time is \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

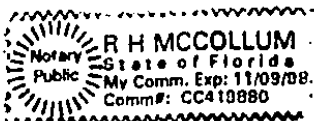
TELEVOICE MANAGEMENT, INC., a
Florida corporation

By:  1079
Richard Lasry, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Richard Lasry, as President of Televoice Management, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 19 day of JUNE, 1996.



Notarial Seal:


Signature

R H. McCollum
Print (Notary's Name)
Notary Public, State of Florida