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TALLAHASSEE, FL 32301-2607

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904-222-9171
904-222-9172 FAX

A96000002198



PRENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 171425 83426A

AUTHORIZATION :

200002020712--0
-12/05/96--01039--001
****613.00 ****613.00

COST LIMIT : \$ PPD

ORDER DATE : December 2, 1996

200002020712--0
-12/05/96--01039--002
****35.00 ****35.00

ORDER TIME : 10:13 AM

ORDER NO. : 171425-005

CUSTOMER NO: 83426A

CUSTOMER: Jeffrey St. George, Esq
ST. GEORGE & TEJERA

1735 Ponce De Leon Boulevard

Coral Gables, FL 33134

G. TAX _____
FILING 613.00
R. AGENT FEE 35.00
C. COPY _____
TOTAL 648.00
4. BANK _____
BALANCE DUE _____
REMARK _____

DOMESTIC FILING

NAME: G. I. GROUP, LTD.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: DK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10: 04
RECEIVED
96 DEC -2 PM 4: 07
DIVISION OF CORPORATIONS

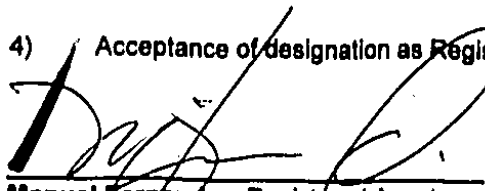
12/2/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

G. I. GROUP, LTD.

- 1) Name: G. I. GROUP, LTD.
- 2) Business Address: 2140 West 68th Street, #102A, Hialeah, Florida 33018.
- 3) Registered Agent: Manuel Fernandez
- 4) Acceptance of designation as Registered Agent for Service of Process:


Manuel Fernandez, Registered Agent

- 5) Mailing Address of Limited Partnership: 2140 West 68th Street, #102A, Hialeah, Florida 33018
 - 6) The latest date upon which the Limited Partnership is to be dissolved is December 31, 2020.
 - 7) Name of General Partner:
G.I. AFFILIATES, INC. *pu 6000037063*
- Specific Address:
2140 West 68th Street
#102A
Hialeah, Florida 33018

Signed this 27 day of November, 1996.

G. I. AFFILIATES, INC., As General Partner of
G.I. GROUP LTD., a Florida Limited Partnership

By: 
Manuel Fernandez, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10: 04

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned President of the sole General Partner of **G.I. GROUP LTD.**, a Florida Limited Partnership, certifies as follows:

- 1) The amount of capital contributions to date of the Limited Partners is \$87,615.00.
- 2) The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$87,615.00.

Dated this 27 day of November, 1996.

FURTHER AFFIANT SAYETH NOT.

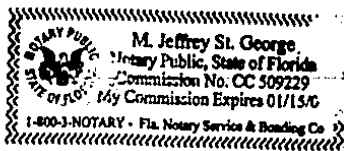
Under the penalties of perjury I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

G. I. AFFILIATES, INC., As General Partner of
G.I. GROUP LTD., a Florida Limited Partnership

By: [Signature]
Manuel Fernandez, President

BEFORE ME, the undersigned authority, personally appeared, **MANUEL FERNANDEZ**, President of G.I AFFILIATES, INC., who being first duly cautioned and sworn, deposes and says that the foregoing instrument is true and correct to the affiant's best knowledge and belief and he has executed the same for all purposes stated therein.

SWORN AND SUBSCRIBED before me this 27 day of November, 1996.



NOTARY PUBLIC

Print Name: _____

Personally Known

Proper I.D. Shown

Type of I.D. Shown _____

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SECRETARY OF CORPORATIONS
2 AM '96
DEC 2