

DEC. 1, 1995

SCHARLIN, LANSETTA, COHEN, COBB & BEIN

995 1/8

A 9600000 2224

**SCHARLIN, LANSETTA, COHEN, COBB & BEIN
SUITE 400 - UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FL 33130
(305) 358-4222
FAX 358-0602**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC -5 PM 3:48

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Secretary of State

ATTENTION: Div. of Corporations - Electronic Filing Section

TELECOPY #: 904-922-4000

FROM: Diana Jacobs

RE: Zevus Realty Ltd.

DATE SENT: December 5, 1995

TIME SENT: _____

FILE #:

NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 6

RECEIVED
95 DEC -5 PM 2:40

TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE:

A 96 - 2224
The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately return the original message to us at the above address via the U.S. Postal Service. Thank you.

Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

DEC. 5.1996 2:27PM SCHARLIN, LANZETTE

NO.895 P.2/6

12/05/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:55 PM

((H96000017090 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN
CONTACT: CONNIE CONTRATA
PHONE: (305)358-4222

ACCT#: 075444001523

FAX #: (305)358-0602

NAME: ZEVUS REALTY LTD.

AUDIT NUMBER.....H96000017090

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE... \$376.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP VT102 * FDX * 9600 E71 * LOG CLOSED * PRINT OFF *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 3:48

H96000017090

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ZEVUS REALTY LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is ZEVUS REALTY LTD.

2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen, Cobb and Ebin
1399 S.W. First Avenue
Miami, FL 33130

(b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue
Miami, Florida 33130

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

Name: F96-6280

BENAVSAM INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Scharlin, Lanzetta, Cohen,
Cobb & Ebin
1399 SW First Avenue
Miami, FL 33130
(305) 358-4222

H96000017090

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 3:48

H96000017090

Address:

c/o Lag Properties
Attention: Mr. Samuel Gewurs, President
14 Place du Commerce
Bureau 520 Isle des Soeurs
Quebec H3B 1T5, Canada

4. The mailing address for the Partnership is:

c/o Lag Properties
Attention: Mr. Samuel Gewurs, President
14 Place du Commerce
Bureau 520 Isle des Soeurs
Quebec H3B 1T5, Canada

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until December 31, 2092, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 2nd day of December, 1996.

General Partner:

Witnesses:

BENAVSAM INC.,
a corporation organized
under the laws of Canada and
authorized to transact business
in Florida


Print Name: J. BERTHIAUME


Print Name: O. CHARBONNEAU

By: 
Samuel Gewurs, President

COMMONWEALTH OF CANADA)

PROVINCE OF QUEBEC)

The foregoing Certificate of Partnership for BEVUS REALTY LTD., was acknowledged before me this 2nd day of December, 1996, by Samuel Gewurs, who is personally known to me or has produced as identification, as President of Benavsam Inc., a corporation organized under the laws of Canada and

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -5 PM 3:48

H96000017090

authorized to transact business in Florida, on behalf of the corporation as general partner of Eevus Realty Ltd.


Print Name: _____

Print Title: Commissioner of State



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Thomas C. Cobb

Dated: December 2, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 PM 3:48

H96000017090

95 DEC -5 PM 3:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

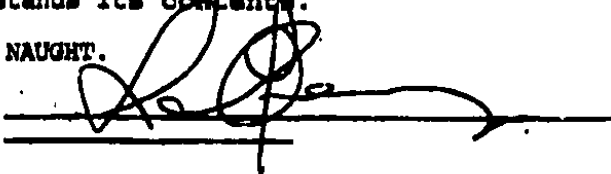
AFFIDAVIT

COMMONWEALTH OF CANADA)
PROVINCE OF QUEBEC) SS

BEFORE ME, a Notary Public, personally appeared Samuel Gewurs as President of Benavsam, Inc., a corporation organized under the federal laws of Canada and authorized to transact business in Florida, the general partner of ZEVUS REALTY LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of Benavsam, Inc., a corporation organized under the federal laws of Canada and authorized to transact business in Florida (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name ZEVUS REALTY LTD.
3. The capital contribution and anticipated capital of the initial limited partners is \$ 40,000.00.
4. The 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 further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.



COMMONWEALTH OF CANADA)
PROVINCE OF QUEBEC)

The foregoing Affidavit for ZEVUS REALTY LTD., was acknowledged before me this 2nd day of December, 1996, by Samuel Gewurs, who is personally known to me or has produced as identification, as President of Benavsam, Inc., a corporation organized under the federal laws of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of Zevus Realty Ltd.

Print Name: _____
Print Title: Commissioner of _____



Z:\FOC\GEWURS\ZEVUS\CLP-222.001

H96000017090

18.19.5

PM

SCHARLIN, LANZETTA

NO. 854

P. 2/3

12/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCOUNTS
ELECTRONIC FILING COVER SHEET

(((H96000017691 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN
CONTACT: CONNIE CONTRATA
PHONE: (305)358-4222

ACCT#: 075444001523

FAX #: (305)358-0602

NAME: ZEVUS REALTY LTD.

AUDIT NUMBER.....H96000017691

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..1

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$113.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP* VT102 * PDX * 9600 E71 * LOG CLOSED * PRINT OFF *

A96-2224

Name	JE
Availability	
Document Examiner	JE
Updater	JE
Updater Verifier	JE
Acknowledgement	JE
W. P. Verifier	JE

FILED
95 DEC 17 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC. 18. 1996 2:32PM SCHARLIN, LANZETTE

NO. 034

P. 12

RECEIVED
TELETYPE
UNIT
FBI
WASHINGTON
DEC 17 1996

FILED

SCHARLIN, LANZETTA, COHEN, COBB & BEIN
SUITE 400 - UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FL 33130
(305) 358-4222
FAX 358-0602

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Secretary of State

ATTENTION: Div. of Corporations - Electronic Filing Section

TELECOPY #: 904-922-4000

FROM: Diane Jacobs

RE: Sevus Realty Ltd.

DATE SENT: December 18, 1996 TIME SENT: _____

FILE #: _____

NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 3

TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: _____

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately return the original message to us at the above address via the U.S. Postal Service. Thank you.

H96000017691

**FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF ZEVUS REALTY LTD., CHANGING ITS NAME TO
ZIORUS REALTY LTD.**

RECEIVED
SECRETARY OF STATE
FLORIDA
25 DEC 17 PM 4:50

FILED

RECITALS

A. Pursuant to that certain Affidavit and Certificate of Limited Partnership filed with the Florida Department of State on December 5, 1996, document number A96000002224, Zevus Realty Ltd., a limited partnership, was formed pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (the "Limited Partnership").

B. BENAUSAM INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida is the sole general partner of the Limited Partnership (the "General Partner").

AMENDMENT

The General Partner, acting as the general partner of the Limited Partnership, hereby adopts the following First Amendment to Certificate of Limited Partnership for the Limited Partnership:

1. Change of Name. The name of the Limited Partnership is hereby changed from Zevus Realty Ltd. to Ziorus Realty Ltd.

2. No Other Change. Except as expressly set forth herein, all provisions of the Certificate of Limited Partnership for the Limited Partnership remain in full force and effect.

IN WITNESS WHEREOF, the General Partner, as the sole general partner of the Limited Partnership, has executed the foregoing First Amendment to Certificate of Limited Partnership in accordance with Fla. Stat. §620.109.

Dated December 12, 1996.

BENAUSAM INC., a corporation organized
under the federal laws of Canada, as
general partner.

By: 
Samuel Gewurz, President

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Scharlin, Lanzetta, Cohen, et al.
1399 SE First Ave.
Miami, FL 33130
(305) 358-4222

H96000017691