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SCHARLIN, LANZETTA

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ACCT#: 075444001523

CONTACT: CONNIE CONTRATA

PHONE: (305)358-4222

FAX #: (305)358-0602

NAME: TAIYAH REALTY LTD.

AUDIT NUMBER.....H96000017091

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

TAIVAN 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 TAIVAN 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:

F96-6321

DALFEN SARNO ENTERPRISES 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

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Address:

Attention: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1B5, CANADA

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4. The mailing address for the Partnership is:

c/o Dalfen Sarno Enterprises Inc.
ATTN: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1B5, 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 3 day of December, 1996.

General Partner:

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

Witnesses:

Carole Giguere
Print Name: Carole Giguere

Marie-A. Claude
Print Name: Marie-Andrée Claude

By: M. Dalfen
Murray Dalfen, President

COMMONWEALTH OF CANADA)

PROVINCE OF QUEBEC)

The foregoing Certificate of Partnership for TAIWAN REALTY LTD., was acknowledged before me this 3 day of December, 1996, by Murray Dalfen, who is personally known to me or has produced as identification, as President of DALFEN SARNO ENTERPRISES INC., a corporation organized under the federal

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laws of Canada and authorized to transact business in Florida, on
behalf of the corporation as general partner of TAIWAN REALTY LTD.

J. Shaw
Print Name: Charles Shaw
Commissioner of Oaths
#100-026 (SEAL)

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
Thomas C. Cobb

Dated: December 5, 1996

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AFFIDAVIT

COMMONWEALTH OF CANADA)
PROVINCE OF QUEBEC) SS

BEFORE ME, a Notary Public, personally appeared Murray Dalfen, as President of DALFEN SARNO ENTERPRISES INC., a corporation organized under the federal laws of Canada and authorized to transact business in Florida, the general partner of TAIWAN 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 DALFEN SARNO ENTERPRISES 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 TAIWAN REALTY LTD.
3. The capital contribution and anticipated capital of the initial limited partners is \$2,111,371.00.
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.


Murray Dalfen

COMMONWEALTH OF CANADA)
PROVINCE OF QUEBEC)

The foregoing Affidavit for TAIWAN REALTY LTD., was acknowledged before me this 5th day of December, 1996, by Murray Dalfen, who is personally known to me or has produced as identification, as President of DALFEN SARNO ENTERPRISES 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 TAIWAN REALTY LTD.


Print Name: J. Chalouy
Commissioner of Oaths

I:\900\DALFEN\SARNO\CLPCL

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