

**CORPORATE
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INC.**

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Ltd.

1.) Compass USA, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 17 PM 1:58

200002326032-4
10/21/97-01068-011
****140.00 ****140.00

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97 OCT 17 AM 10:31
DIVISION OF CORPORATION

15
G. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
200002326032-4
52.50
38.50
5.00
141.00

"When you need ACCESS to the world"

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
Compass USA, Ltd.
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

(a) Name of the Limited Partnership:

Compass USA, Ltd.

(a1) The address of the limited partnership:

501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

(b) The name and address of the agent for service of process:

J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

(c) The name and business address of the sole general partner:

Compass Acquisition & Development Corporation
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

p970000-89562

(d) The mailing address for the limited partnership:

c/o J. Bob Humphries, Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

(e) The latest date upon which the limited partnership is to dissolve:

midnight, December 31, 2047

(f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.

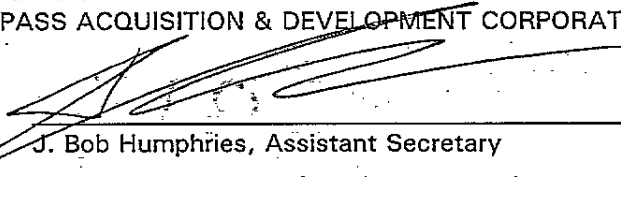
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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- (g) A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by J. Bob Humphries, the Assistant Secretary of Compass Acquisition & Development, Inc., the sole general partner of Compass USA, Ltd., on this 16th day of October, 1997.

General Partner:
COMPASS ACQUISITION & DEVELOPMENT CORPORATION

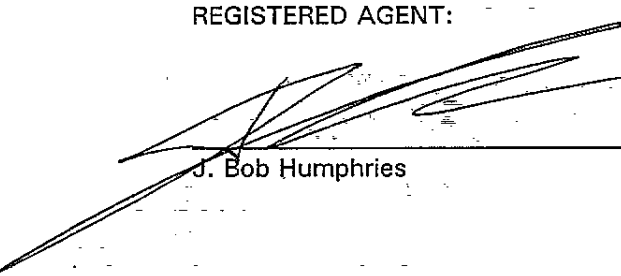
By: 

J. Bob Humphries, Assistant Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Compass USA, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, J. Bob Humphries, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


J. Bob Humphries

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Subscribed and sworn to before me this 16th day of October, 1997, by J. Bob Humphries, who is personally known to me and who is the Assistant Secretary of Compass Acquisition & Development Corporation, the general partner of Compass USA, Ltd., a Florida Limited Partnership on behalf of the Partnership and as Registered Agent.

SEAL:

Victoria Neil
(Signature of person taking acknowledgment)

Victoria Neil
(Name typed, printed or stamped)



VICTORIA NEIL
My Commission CC589624
Expires Dec. 06, 1998

Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable
Serial Number if Military Officer

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
of
COMPASS USA, LTD.

BEFORE ME, the undersigned personally appeared J. Bob Humphries, the Assistant Secretary of Compass Acquisition & Development Corporation as general partner of Compass USA, Ltd. a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the limited partner(s) is as follows:

<u>Amount</u>	<u>Partnership Interest</u>
99.00	99% -

2. The amount of additional capital contributions anticipated to be contributed by the limited partner(s) is as follows:

TOTAL: -0-

FURTHER AFFIANT SAYETH NAUGHT.

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

GENERAL PARTNER:
COMPASS - ACQUISITION & DEVELOPMENT
CORPORATION

BY: J. Bob Humphries, Assistant Secretary

Subscribed and sworn to before me this 16th day of October, 1997, by J. Bob Humphries who is personally known to me and who is the Assistant Secretary of Compass Acquisition & Development Corporation.

SEAL:

Victoria Neil
(Signature of person taking acknowledgment)


VICTORIA NEIL
My Commission CC589624
Expires Dec. 06, 1998
Victoria Neil
(Name typed, printed or stamped)

Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable
Serial Number If Military Officer