

Law Offices

LACASA & ASSOCIATES

A Professional Association

701 Brickell Avenue
Suite 1800
Miami, Florida 33131
Phone: 305.789.2711
Fax: 305.789.2717

September 18, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: QVS Florida Limited Partnership, Ltd.

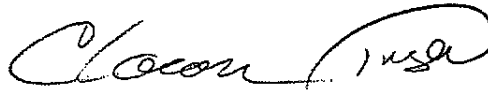
700002299937--2
-09/22/97--01131--001
***1435.00 ***1435.00

Dear Sir:

Enclosed please find the Certificate of Limited Partnership of QVS Florida Limited Partnership, Ltd. together with the Affidavit and check for the filing fee of \$1,435.00.

If you should have any questions or require any additional information, please feel free to call our office, collect.

Very truly yours,



CARLOS A. LACASA

CAL/mgh

Enclosures - as stated

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*File per
Dave Mann*

*A97-
2305*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 AM 9:39

~~1197-21415~~

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1997

CARLOS A. LACASA
LACASA & ASSOCIATES
701 BRICKELL AVENUE, SUITE 1800
MIAMI, FL 33131

SUBJECT: QVS FLORIDA LIMITED PARTNERSHIP, LTD.
Ref. Number: W97000021945

We have received your document for QVS FLORIDA LIMITED PARTNERSHIP, LTD. and your check(s) totaling \$1435.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 497A00047311

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Law Offices

LACASA & ASSOCIATES

A Professional Association

701 Brickell Avenue
Suite 1800
Miami, Florida 33131
Phone: 305.789.2711
Fax: 305.789.2717

October 21, 1997

Mr. David Mann, Director
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

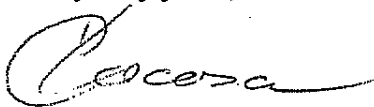
Re: QVS Florida Limited Partnership, Ltd.

Dear Mr. Mann:

Enclosed please find the Certificate of Limited Partnership of QVS Florida Limited Partnership, Ltd. together with a copy of the September 24th letter from your division..

If you should have any questions or require any additional information, please feel free to call our office, collect.

Very truly yours,



CARLOS A. LACASA

CAL/mgh

Enclosures - as stated

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
QVS FLORIDA LIMITED PARTNERSHIP, LTD.

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

1. The name of the Limited Partnership is QVS FLORIDA LIMITED PARTNERSHIP, LTD.

2. (a) The address of the office of the Partnership at which place the records shall be maintained is:

Lacasa & Associates
701 Brickell Avenue
Suite 1800
Barnett Tower
Miami, Florida 33131

(b) The name and address of the Partnership's agent for service of process is:

Lacasa & Associates
701 Brickell Avenue
Suite 1800
Barnett Tower
Miami, Florida 33131

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6040

Florida Bar No.: 0710430

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3. The name and address of the General Partner is:

QVS-EZ, LLC *L97-728*
701 Brickell Avenue
Suite 1800
Barnett Tower
Miami, Florida 33131

4. The mailing address for the Limited Partnership is:

701 Brickell Avenue
Suite 1800
Barnett Tower
Miami, Florida 33131

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until January 31, 2027, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 31 day of July, 1997.

GENERAL PARTNER:

QVS-EZ, LLC
a Florida limited liability company

By: *Paul Jenkins*

Paul Jenkins, Manager

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31 day of July, 1997 by Paul Jenkins, Manager of QVS-EZ, LLC, a Florida limited liability company, and who is personally known to me or has produced _____, as identification.



EDUARDO R. LACASA
My Commission QC443099
Expires Mar. 05, 1999
Bonded by HAI
800-422-1555

[Signature]
Print Name _____
NOTARY PUBLIC

My Commission Expires:

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 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.

Lacasa & Associates

By: 
Carlos Lacasa

Dated: July 18, 1997

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AFFIDAVIT

STATE OF FLORIDA)
): SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Paul Jenkins, as Manager of QVS-EZ, LLC, a Florida limited liability company, general partner of QVS FLORIDA LIMITED PARTNERSHIP, LTD. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of QVS-EZ, LLC, a Florida limited liability company (the "Company").

2. The Company is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name QVS FLORIDA LIMITED PARTNERSHIP, LTD.

3. The capital contribution and anticipated capital of the initial limited partners is \$200,000.

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.

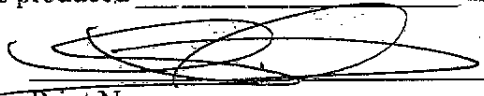


Paul Jenkins

The foregoing instrument was acknowledged before me this 31 day of July, 1997 by Paul Jenkins who is personally known to me or has produced _____ as identification.



EDUARDO R. LACASA
My Commission CC443099
Expires Mar. 05, 1999
Bonded by HAI
800-422-1556



Print Name:
NOTARY PUBLIC
State of Florida

My Commission Expires:

154203.1

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