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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: ~~JOHNNY C RODRIGUEZ~~ *Kaid*
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: LUX HOLDINGS, LTD.

AUDIT NUMBER.....H97000018533

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1997

CORPORATE CREATIONS INTERNATIONAL INC.
500 SOUTH AUSTRALIAN AVENUE, 10TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: LUX HOLDINGS, LTD.
REF: W97000025317

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The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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

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Tammi Cline
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FLORIDA DEPARTMENT OF STATE
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Tammi Cline
Document Specialist

FAX Aud. #: H97000018533
Letter Number: 497AD0053901

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
LUX HOLDINGS, LTD.

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is LUX HOLDINGS, LTD.
2. The character of the business is to acquire, own, hold, sell and transfer business interests in (a) other limited partnerships, (b) general partnerships, (c) corporations, (d) limited liability companies, (e) other legal entities and (f) real and personal property. The Partnership may do any and all acts deemed appropriate or necessary by the General Partner in furtherance of the Partnership's purpose and business, including borrowing money, mortgaging and pledging its assets and selling any of its assets.
3. The address of the office of the Partnership is c/o Estein & Associates, U.S.A., International Station, 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Estein & Associates, U.S.A., International Station, 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

<u>Name</u>	<u>Address</u>
G. P. Lux Corporation	c/o Estein & Associates, U.S.A. International Station 5211 International Drive Orlando, FL 32819
6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until forty (40) years thereafter, unless earlier terminated by disposition of all of the interests in properties which the Partnership has acquired, or the dissolution or termination of the Partnership.

Dean Vegosen / FL Bar Member 121397
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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LEWIS VEGOSEN

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7. The Agent for Services of process of the Partnership is Dean Vegosen, an individual and resident of the State of Florida, whose address is 500 S. Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27 day of October, 1997.

G. P. LUX CORPORATION, General Partner

By: Dieter Thiemann
Dieter Thiemann, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally came and appeared Dieter Thiemann, the individual named in the foregoing instrument, who produced as identification thereof, a Florida driver's license and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the Country and City last aforesaid, this 27th day of October, 1997.

Martha K. O'Brien
Martha K. O'Brien (printed name)
Notary Public

My commission expires:

K:\F5000\5609\0002\CERTIF.LTD



Martha K. O'Brien
My Commission Expires February 16, 2001

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TALLAHASSEE, FLORIDA

Dean Vegosen I FL Bar Member 121397
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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STATE OF FLORIDA
COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, a Notary Public authorized to take acknowledgements in the County and State aforesaid, appeared DIETER THISMANN, the President of G. P. LUX CORPORATION, the sole General Partner of LUX HOLDINGS, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The amount of capital contribution made by the Limited Partner is \$990.00.
2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the Limited Partners in addition to the amount stated above is: \$0.00.
3. The amount of initial capital being contributed by the General Partner is \$10.00.
4. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

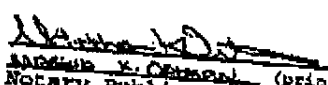
IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 27 day of October, 1997.


Dieter Thiemann

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally came and appeared Dieter Thiemann, the individual named in the foregoing instrument, who produced as identification thereof, personally and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 27 day of October, 1997.


LAWRENCE K. CHAMBERLAIN (printed name)
Notary Public

My commission expire :

K:\P8000\18533\0003\COMFRTS.APT



Lawrence K. Chamberlain
My Commission Expires
March February 18, 2003

K:\P8000\18533\0003\COMFRTS.APT

Dean Vegosen / FL Bar Member 121397
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

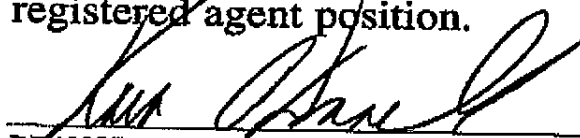
Lux Holdings, Ltd.

REGISTERED AGENT/OFFICE:

Dean Vegosen

**500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DEAN VEGOSEN

Kara O'Donnell as attorney-in-fact

Date: November 7, 1997

**Dean Vegosen | FL Bar Member 121397
Lewis, Vegosen, Rosenbach & Silber, P.A.
500 South Australian Avenue, 10th Floor
West Palm Beach FL 33401
561-659-3300**

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