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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735
(904) 561-1025

FAX #:

NAME: BRICKELL POINT, LTD. AUDIT NUMBER.....H97000020596 DOC
TYPE.....FLORIDA LIMITED PARTNERSHIP CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD... FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**CERTIFICATE OF LIMITED PARTNERSHIP
 OF**

1. BRICKELL POINT, LTD.
 (Name of Limited Partnership; must contain a suffix such as "Limited",
 "Ltd.", or "Limited Partnership")
 2. 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131
 (The Business Address of Limited Partnership)
 3. Aslan Palachi
 (Name of Registered Agent for Service of Process)
 4. 540 Brickell Key Drive, Suite C1, Miami, Florida 33131
 (Florida Street Address for Registered Agent)
 5. *A. Palachi*
 (Registered Agent must sign here to accept designation as Registered Agent for
 Service of Process.)
 6. 540 Brickell Key Drive, Suite C-1, Miami, Florida 33131
 (The Mailing Address of the Limited Partnership.)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2047

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

BCOM-BP, Inc.

540 Brickell Key Drive, Suite C-1

Miami, Florida 33131

Prepared by Aslan PALACHI, 540 Brickell Key Drive, Suite C1
Miami, FL 33131 TEL (305) 375-0090

Signed this 12th day of December, 1997.

Signature of all general partners:

A. Palachi
A. Palachi for ECOM-BP, Inc.
General Partner

General Partner

General Partner

General Partner

General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of
BRICKELL POINT, LTD., a Florida Limited Partnership, certify as fol-
lows:

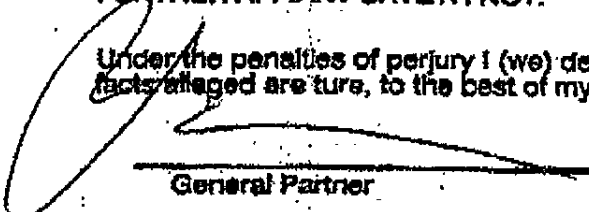
The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners
at this time totals \$ 10,000.

This 12th day of December, 19 97.

FURTHER AFFIANT SAYETH NOT.

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



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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