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OF COUNSEL:
SUZANNE A. DOCKERTY

December 18, 1997

Reply To:
Coral Gables

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Certificate of Limited Partnership of Yborpar, Ltd.

Dear Ms. Mortham:

Enclosed, please find document Certificate of Limited Partnership of Yborpar, Ltd. Also enclosed is a check in the amount of \$140.00 to cover registration fees (\$52.50), Designation of Registered Agent fee (\$35.00) and for the certified copy (\$52.50). We have included a self-addressed stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact our office. Otherwise, we thank you in advance for your expeditious attention to this request. Happy Holidays!

Very truly yours,


SUZANNE A. DOCKERTY

Name	12/23/97
Availability	dec
Document	STAD/tjd
Examiner	DCC
Updater	Enclosure
Updater	DCC
Entry	Steiner/Sec of State/Yborpar, Ltd.
Acknowledgement	DCC
W. P. Verifier	DCC

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-12/19/97--01079--004
****140.00 ****140.00

TC
\$2,500.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
YBORPAR, LTD.

The undersigned, for the purpose of forming a limited liability partnership under the Florida Revised Uniform Limited Partnership Act (F.S. Chapter 620, Part I), hereby makes and files this Certificate of Limited Partnership.

ARTICLE I
NAME

The name of the limited partnership is Yborpar, Ltd., (the "Limited Partnership").

ARTICLE II
RECORD KEEPING OFFICE

The address of the office required to be maintained by the Limited Partnership by Florida Statutes §620.105(1) is 3250 Mary Street, Suite #404, Miami, Florida 33133.

ARTICLE III
AGENT FOR SERVICE OF PROCESS

The name and address of the agent for service of process on the Limited Partnership is Suzanne A. Dockerty, J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite #3-B, Coral Gables, Florida 33134.

ARTICLE IV
GENERAL PARTNER

The name and business address of the sole general partner of the Limited Partnership is Bagheera Interests, L.C., a Florida limited liability company, 3250 Mary Street, Suite #404, Miami, Florida 33133. L950000001162

ARTICLE V
MAILING ADDRESS

The mailing address of the Limited Partnership is 3250 Mary Street, Suite #404, Miami, Florida 33133.

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SECOND DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
LATEST DATE OF DISSOLUTION

The latest date upon which the Limited Partnership is to dissolve is December 31,
2050.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Limited Partnership of Yborpar, Ltd., this 17th day of December, 1997.

BAGHEERA INTERESTS, L.C.



Yaromir Steiner, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

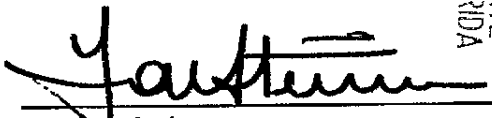
State of Florida)
)
County of Dade) SS.

BEFORE ME, the undersigned authority, personally appeared, Yaromir Steiner, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. He has this day executed the Certificate of Limited Partnership of Yborpar, Ltd., a Florida limited partnership (hereinafter called the "Limited Partnership").
2. The amount of capital contributions of the limited partners of the Limited Partnership as of the date of this Affidavit is \$0.
3. The total amount of capital contributions anticipated to be contributed by the limited partners of the Limited Partnership is \$2,500.00.

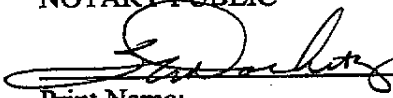
FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 17th day of December, 1997.

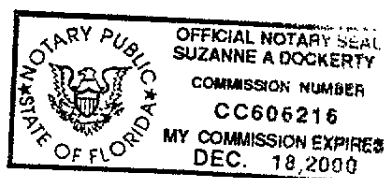

Yaromir Steiner

SWORN TO AND SUBSCRIBED before me this 17th day of December, 1997 by Yaromir Steiner, who is personally known to me.

NOTARY PUBLIC


Print Name: _____
State of Florida at Large
My Commission expires: _____

Steiner\Cert of Ltd Partnership.Yborpar Ltd



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

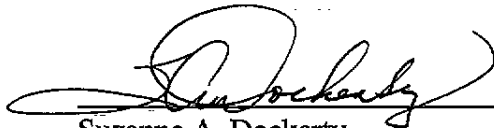
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 620.108, Florida Statutes, the undersigned has been designated in the Certificate of Limited Partnership of Yborpar, Ltd., as the registered agent of Yborpar, Ltd.

Having been so designated, the undersigned hereby accepts the appointment as registered agent of Yborpar, Ltd. and accepts the obligation provided for in Section 620.192, Florida Statutes, and agrees to comply with the provisions of the laws of Florida providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: December 17th, 1997



Suzanne A. Dockerty
Registered Agent

Steiner\Cert of Ltd Partnership

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97 DEC 19 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA