



THE UNITED STATES
CORPORATION
COMPANY

A97000002850

ACCOUNT NO. : 072100000032

REFERENCE : 649272 4311530

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 24, 1997

ORDER TIME : 12:50 PM

ORDER NO. : 649272-005

CUSTOMER NO: 4311530

CUSTOMER: Ira Zager, Esq
HORWICH & ZAGER, P.A.

Suite 202
1541 Sunset Drive
Coral Gables, FL 33143

DOMESTIC FILING

NAME: MARODO LIMITED PARTNERSHIP

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:52

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-12/26/97-01001-007
***1837.50 ***1837.50

FILED
97 DEC 24 PM 1:33
DIVISION OF CORPORATIONS

LP-1785.00
CERT 52.50

376/2/24/97

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MARODO LIMITED PARTNERSHIP,
a Florida limited partnership**

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DIVISION OF CORPORATIONS
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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the Partnership is:

MARODO LIMITED PARTNERSHIP

2. The address of the office of the Partnership is:

10155 Collins Avenue, Apt. 1206
Bay Harbour, Florida 33154

3. The name and address of the agent for service of process on the Partnership is:

MARODO CORP., a Florida corporation
10155 Collins Avenue, Apt. 1206
Bay Harbour, Florida 33154

4. The name and business address of the sole general partner is as follows:

MARODO CORP., a Florida corporation
10155 Collins Avenue, Apt. 1206
Bay Harbour, Florida 33154

5. The mailing address of the Partnership is:

10155 Collins Avenue, Apt. 1206
Bay Harbour, Florida 33154

6. The latest date upon which the Partnership shall dissolve is:

December 31, 2047.

7. 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 executed in the Partnership name by the 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.

PG700004000

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97 DEC 24 PM 2:52

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of **MARODO LIMITED PARTNERSHIP** as of the 24th day of December, 1997.

MARODO CORP., a Florida corporation

BY: *Florence Mufson*
FLORENCE MUFSON, President

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as Registered Agent for the **MARODO LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, we, 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.

MARODO CORP., a Florida corporation

BY: *Florence Mufson*
FLORENCE MUFSON, President
(Registered Agent)

MARODO LIMITED PARTNERSHIP
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)
 : S. S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **FLORENCE MUFSON**, President of **MARODO CORP.**, a Florida corporation, the sole general partner of **MARODO LIMITED PARTNERSHIP**, a Florida limited Partnership hereinafter referred to as the "Partnership", of Miami, Florida, who, upon being duly sworn, certifies as follows:

1. The amount of capital contribution to the Partnership to be made by the limited partners are as follows:

\$3,663,000

2. The additional capital contributions anticipated from the limited partners are as follows:

NONE.

FURTHER AFFIANT SAYETH NOT.

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

MARODO CORP., a Florida
corporation, sole General Partner

BY: *Florence Mufson*
FLORENCE MUFSON, President

The foregoing instrument was acknowledged before me this 23 day of December, 1997 by **FLORENCE MUFSON**, as President of **MARODO CORP.**, a Florida corporation, sole General Partner of the **MARODO LIMITED PARTNERSHIP**, a Florida limited partnership who executed this Affidavit on behalf of said corporation as sole General Partner of said Partnership, who is personally known to me (or who has produced a Florida driver's license as identification).

Ira Zager
NOTARY PUBLIC, State of Florida
At Large

My Commission Expires: 10/6/98
OFFICIAL NOTARY SEAL
IRA ZAGER
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC397908
COMMISSION EXP. OCT. 6, 1998