

ROBERTS TOWERS BAKER & JONES & GAY

100 South Monroe St

Tallahassee, FL 32301 222-7200

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OFFICE USE ONLY

400002436094-9
-02/20/98-01028-026
*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M.L. International Developments Ltd.
(Corporation Name)

2. (Corporation Name)

3. (Corporation Name)

4. (Corporation Name)

Wait in Pick up time 2/20

Mail out Will wait Photocopy

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Availability
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Updater
Verifier
Acknowledgement
W. P. Verifier

98 FEB 23 AM 11:17
DIVISION OF CORPORATIONS
FILED OF STATE
Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A. Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement

Please
Rtn. a
filed
Stamped
copy,
2 thanks

7
B/K
2/23/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1998

ROGER, TOWERS, BAILEY, JONES

SUBJECT: M.L. INTERNATIONAL DEVELOPMENT, LTD.
Ref. Number: W98000003818

We have received your document for M.L. INTERNATIONAL DEVELOPMENT, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document. *(Corrected)*

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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: 398A00009851

*Beachfront Developments has now
been filed.*

*Please return to
Tammi Cline.*

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DIVISION OF CORPORATIONS
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M.L. INTERNATIONAL DEVELOPMENTS, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Partnership Act (1986), Part I, Chapter 620, Florida Statutes (the "Act"), does hereby certify as follows:

1. Name. The name of the limited partnership is as follows:

M.L. INTERNATIONAL DEVELOPMENTS, LTD.

2. Address. The mailing address and principal place of business for the limited partnership is as follows:

Harburger Strasse 34
D-21271 Hanstedt
Germany

3. Recordkeeping Office. The recordkeeping office of the partnership shall be 393 Altara Drive, St. Augustine, Florida 32086.

4. Registered Agent. The name and address of the limited partnership's: (i) agent for service of process and office, required to be maintained by Section 620.105 of the Act, and (ii) registered agent and registered office, required to be maintained by Section 620.192 of the Act, is as follows:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. General Partner. The name and business address of the general partner of the limited partnership is as follows:

BEACHFRONT DEVELOPMENTS, INC.
Harburger Strasse 34
D-21271 Hanstedt
Germany

898000016733


6. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

7. Capital Contributions. An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto.

WHEREFORE, this Certificate has been executed by the general partner of the limited partnership in accordance with Section 620.114 of the Act this 29th day of January, 1998.

BEACHFRONT DEVELOPMENTS, INC

By:


Michael Liefeith
Its President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 23 AM 11:17

CITY OF HANSTEDT
STATE OF NIEDERSACHSEN
COUNTRY OF GERMANY

The foregoing instrument was acknowledged before me this 29th day of January, 1998, by Michael Liefeith, an individual. Michael Liefeith has produced passport no. 1644058145 as identification.

Rechtsanwalt und Notar
Hans-Joachim Berrer
Buchholzer Straße 6

My Commission Expires: by death

My Commission Number is: 21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 11:17

Nummer 32 der Urkundenrolle für 1998

Vorstehende, vor mir gefertigte Namensunterschrift
des Herrn Michael Liefeith, geb. am 17.09.1959
Harburger Str. 34, 21271 Hanstedt
von Person bekannt
beglaubige ich.
Hanstedt, den 29.01.1998


Notar

Kostenrechnung:

(§§ 141,154 BKO)

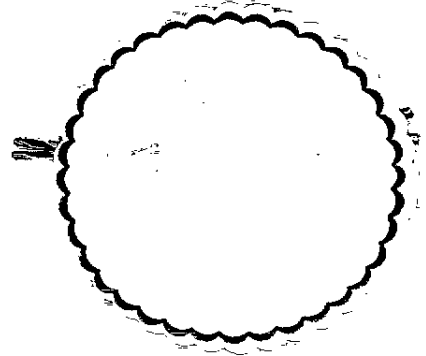
Geschäftswert 2.700,-- DM

Gebühr §§ 141,32,45 (5/10) DM 20,--

15 % MWSt § 151a DM 3,--

DM 23,--


Notar



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AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

The undersigned, being the general partner of **INTERNATIONAL DEVELOPMENTS, LTD.** (the "Partnership"), a limited partnership being formed under the Florida Revised Uniform Limited Partnership Act (1986), Part 1, Chapter 620, Florida Statutes (the "Act"), after being duly sworn hereby declares pursuant to Section 620.108 of the Act, the following:


1. That the capital contributions of the limited partners of the Partnership and the amount anticipated to be contributed by the limited partners of the Partnership at the present time is \$1,500.00.

2. That this Affidavit is being given pursuant to the requirements of Section 620.108 of the Act.

Dated: January 29, 1998

BEACHFRONT DEVELOPMENTS, INC.
GENERAL PARTNER

By: _____


Michael Liefeth
Its President

CITY OF HANSTEDT
STATE OF NIEDERSACHSEN
COUNTRY OF GERMANY

The foregoing instrument was acknowledged before me this 29th day of January, 1998, by Michael Liefeth, president of Beachfront Developments, Inc. Michael Liefeth has produced passport no. 1644058145 as identification.

Rechtsanwalt und Notar
Hans-Joachim Berrer
Buchholzer Straße 6

My Commission Expires: by oath

My Commission Number is: 7.

Nummer 31 der Urkundenrolle für 1998

Vorstehende, vor mir gefertigte Namensunterschrift des
Herrn Michael Liefeith, geb. am 17.09.1959
Harburger Str. 34, 21271 Hanstedt
ausgewiesen durch: Reisepaß der Samtgemeinde Hanstedt
Nr. 1644058145
beglaubige ich.
Hanstedt, den 29.01.1998


Notar



Kostenrechnung:

(§§ 141,154 BKO)

Geschäftswert 2.700,-- DM

Gebühr §§ 141,32,45 (5/10) DM 20,--

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DM 3,--

DM 23,--


Notar

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M.L. INTERNATIONAL DEVELOPMENTS, LTD.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS

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DIVISION OF CORPORATIONS
98 FEB 23 AM 10:17

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of M.L. INTERNATIONAL DEVELOPMENTS, LTD. a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.

CT Corporation System

Date: 1-19-98

By: Barbara A Burke

Name: BARBARA A. BURKE

Title: SPECIAL ASSISTANT SECRETARY