



THE UNITED STATES
CORPORATION
COMPANY

A98000000599

ACCOUNT NO. : 072100000032

REFERENCE : 727918 4321024

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR -4 PM 1:28

ORDER DATE : March 4, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 727918-005

CUSTOMER NO: 4321024

CUSTOMER: Ms. Josefina C. Chaviano
RASCO REININGER & PEREZ
PROFESSIONAL ASSOCIATION
Suite 700
5200 Blue Lagoon Drive
Miami, FL 33126

700002446747--7
-03/04/98--01049--022
***1785.00 ***1785.00

700002446747--7
-03/04/98--01049--023
*****52.50 *****52.50

DOMESTIC FILING

NAME: CENTURY/EVERGLADES, LTD.

EFFECTIVE DATE:

XX 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: Stacy L Earnest

EXAMINER'S INITIALS:

3/4/98

(3)

RECEIVED
98 MAR -4 AM 11:25
DIVISION OF CORPORATION

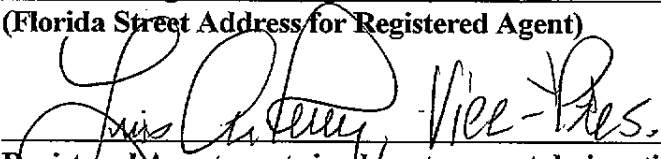
**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTURY/EVERGLADES, LTD.**

CENTURY/EVERGLADES, LTD.
(Name of the Limited Partnership)

901 S.W. 69th Avenue, Miami, Florida 33144
(The Business Address of Limited Partnership)

MIAMI CORPORATE SYSTEMS, INC.
(Name of Registered Agent for Service of Process)

5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126
(Florida Street Address for Registered Agent)


(Registered Agent must sign here to accept designation as
Registered Agent for Service of Process.)

901 S.W. 69th Avenue, Miami, Florida 33144
(The Mailing Address of the Limited Partnership)

1. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2037

2. **NAME OF GENERAL PARTNER** *pg 8600018878* **SPECIFIC ADDRESS**

CENTURY DISTRIBUTORS GROUP, INC.,
a Florida corporation

901 S.W. 69th Avenue
Miami, Florida 33144

Signed this 27 day of February, 1998.

Signature of general partner:

**CENTURY DISTRIBUTORS GROUP,
INC.,** a Florida corporation

By: 

SERGIO PINO, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 1:28

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the general partners of CENTURY/EVERGLADES LTD., a Florida limited partnership, certifies as follows:

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

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.00.

This 27th day of February, 1998.

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.

GENERAL PARTNER:

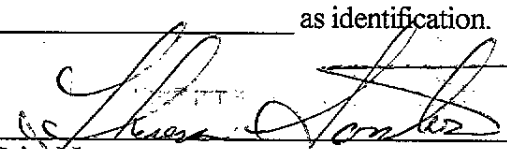
CENTURY DISTRIBUTORS GROUP, INC., a
Florida corporation

By: 

SERGIO PINO, PRESIDENT

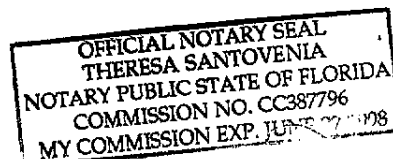
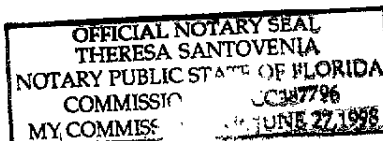
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27th day of February, 1998 by SERGIO PINO, the President of CENTURY DISTRIBUTORS GROUP, INC., who is personally known to me or who has produced _____ as identification.


Print Name: _____

Notary Public

corp\century\everglades cert



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 MAR -4 PM 1:28