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A98000000996

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* Not Admitted in Florida

April 21, 1998

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-04/23/98-01052-019
***1950.00 ***1837.50

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: A1A Partners, Inc.
Cote d'Azure, Ltd.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles"), and the Certificate of Designation of Registered Agent and Registered Office ("Registered Agent Certificate"), for A1A Partners, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	35.00
Total	<u>\$122.50</u>

Also enclosed is an original and one (1) copy of the Certificate of Limited Partnership ("Ltd. Certificate") of Cote d'Azure, Ltd., an Affidavit of Capital Contributions for Florida Limited Partnership

Secretary of State
April 21, 1998
Page 2

("Affidavit"), and a check made payable to the Secretary of State in the amount of \$1,837.50, in payment for the following:

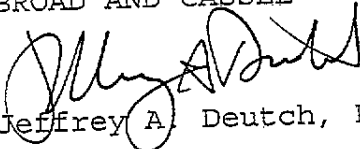
Certificate Filing Fee	\$1,750.00
Registered Agent's Fee	35.00
Certified Copy of the Certificate	<u>52.50</u>
Total	\$1,837.50

After filing the Articles, the Registered Agent Certificate, the Ltd. Certificate and the Affidavit, please return a certified copy of the filed documents to our office in the enclosed addressed stamped return envelope as soon as possible.

Please do not hesitate to contact me should you have any questions.

Sincerely yours,

BROAD AND CASSEL


Jeffrey A. Deutch, P.A.

w/encls.
cc: Martin Satalino

BROAD and CASSEL

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
COTE d'AZURE, LTD.**

FILED
SECRETARY OF CORPORATIONS
98 APR 23 PM 2:14

ARTICLE I

NAME

The name of the Limited Partnership is Cote d'Azure, Ltd.

ARTICLE II

BUSINESS AND MAILING ADDRESS

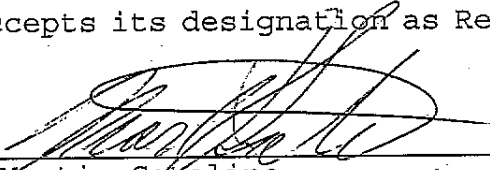
The business and mailing address of the Limited Partnership is 2573 N.W. 59th Street, Boca Raton, Florida 33496.

ARTICLE III

REGISTERED OFFICE/AGENT

The Registered Office of the Limited Partnership is 2573 N.W. 59th Street, Boca Raton, Florida 33496 and the registered agent at such office is Martin Satalino.

Martin Satalino, hereby accepts its designation as Registered Agent for Service of Process.



Martin Satalino

ARTICLE IV

DATE OF DISSOLUTION

The latest date upon which the Limited Partnership is to be dissolved is eighty (80) years from and after the date this certificate of limited partnership is filed with the Florida Secretary of State.

ARTICLE V

NAME AND ADDRESS OF GENERAL PARTNER

1. Management Systems Worldwide, L.C.
2573 N.W. 59th Street
Boca Raton, Florida 33496

297000001144

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 2:14

ARTICLE VI

RIGHTS AND DUTIES

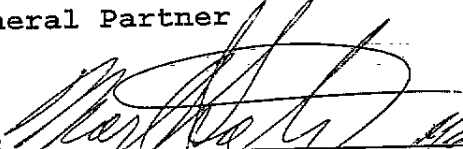
The rights, duties and obligations of the Limited Partnership, General Partner and Limited Partners shall be governed and as set forth in the limited partnership agreement among all of the partners.

Under the penalties of perjury I, on behalf of Management Systems Worldwide, L.C., declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: This 21st day of April, 1998.

MANAGEMENT SYSTEMS WORLDWIDE, L.C.,
General Partner

By:


MARTIN SATALINO, MANAGER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 2:14

The undersigned constituting the sole general partner of COTE d'AZURE, LTD., a Florida Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners is \$0.00.

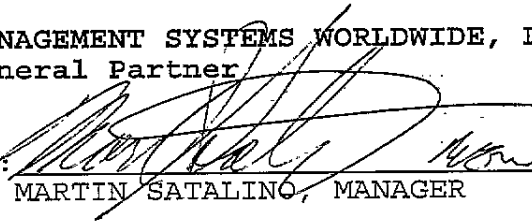
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$750,000.00.

Signed this 21st day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I, on behalf of Management Systems Worldwide, L.C., declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

MANAGEMENT SYSTEMS WORLDWIDE, L.C.
General Partner

By: 
MARTIN SATALINO, MANAGER