

A98000001136



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806664 3460C

AUTHORIZATION : Patricia Pizots

COST LIMIT : \$ 1837.50

ORDER DATE : May 5, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 806664-005

100002511301--9

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant
STEWART DAMSLEY MARKUS &
KONSKI
3rd Floor
1395 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: DUMONT LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX	CERTIFIED COPY
Name	PLAIN STAMPED COPY
Availability	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Deborah Schroder
Updater	DCC
Updater verifier	DCC
Adm. judgement	DCC
W. P. Verifier	DCC

EXAMINER'S INITIALS:

FILED
98 MAY -5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY -5 PM 12:02
DIVISION OF CORPORATION

A98000001136



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DUMONT LTD.
Ref. Number: W98000010107

RESUBMIT

Please give original
submission date as file date

We have received your document for DUMONT LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 398A00024660

Lets see

RECEIVED
98 MAY -6 PM 2:36
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ORMOND LTD.
Ref. Number: W98000010107

We have received your document for ORMOND LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00024971



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 7, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ZANTE LTD.
Ref. Number: W98000010107

We have received your document for ZANTE LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

In Item "d", a MAILING ADDRESS is specified. This is required. But you must also specify a PRINCIPAL OFFICE ADDRESS for the partnership. If these addresses are the same, you could simply add "This is also the partnership's principal office address."

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00025263

CERTIFICATE OF LIMITED PARTNERSHIP OF ZETHUS LTD.


The undersigned hereby executes this certificate for the purpose of forming a limited partnership under the laws of the State of Florida:

- (a) The name of the limited partnership is ZETHUS LTD.
- (b) The address of the agent for service of process required to be maintained by s.620.105 is: Robert W. Stewart, P.A., 1110 Brickell Avenue, Penthouse One - 9th Floor, Miami, Florida 33131.
- (c) The name and address of each general partner is as follows:
P98000037713
Tavares, Inc., a Florida corporation
1395 Brickell Avenue
Third Floor
Miami, Florida 33131
- (d) The mailing address for the limited partnership is: 1395 Brickell Avenue, Third Floor, Miami, Florida 33131. The principal address shall be the same.
- (e) The latest date on which the partnership is to dissolve is December 31, 2008.
- (f) The business and affairs of the limited partnership shall be managed by the general partner in conformity with the agreement therefor executed by the general partner and the limited partners. Any contract, agreement, deed, mortgage, lease, or other commitment or obligation purporting to bind the limited partnership or convey or encumber the interest of the limited partnership in all or any portion of any real or personal property at any time owned or leased by the limited partnership shall be signed by the general partner, and no other signature shall be required. No person shall be required to inquire into the authority of any individual to sign any documents pursuant to the provisions of this paragraph.
- (g) An affidavit declaring the amount of the capital contributions of the limited partners is attached to this Certificate.

In witness whereof, this Certificate has been executed this 4th day of May, 1998.

TAVARES, INC.


BY:


WILLIAM N. ROSS, President

FILED
98 MAY -5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

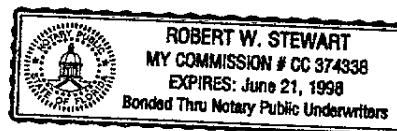
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4th day of May, 1998, by WILLIAM N. ROSS, as President of Tavares, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me and who did take an oath.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

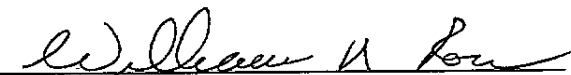
FILED
98 MAY -5 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally, before me, the undersigned authority appeared WILLIAM N. ROSS, who being first duly sworn deposes and says:

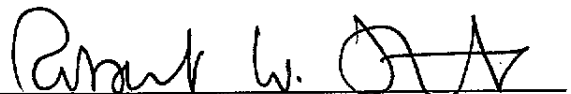
1. That he is the President of Tavares, Inc., a Florida corporation, the general partner of ZETHUS LTD., a limited partnership to be formed under the laws of the State of Florida as per the Certificate of Limited Partnership of which this affidavit is a part.

2. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners of the above limited partnership is One Million Four Hundred Thousand Dollars and 00/100 (\$1,400,000.00).

FURTHER AFFIANT SAYETH NOT.


WILLIAM N. ROSS

The foregoing instrument was acknowledged before me this 4th day of May, 1998, by William N. Ross, who is personally known to me and who did take an oath.


NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:

