

A98000001180



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806677 121767A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1998

ORDER TIME : 11:40 AM

ORDER NO. : 806677-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
KARP & GENAUER, P.A.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ~~DOMAR LTD.~~

CERT - 8.75

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
98 MAY 11 PM 4:40

800002511288--1
-05/05/98--01099--017
***1785.00 ***1785.00

800002511288--1
-05/13/98--01018--008
*****8.75 *****8.75

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98 MAY -5 PM 12:02
DIVISION OF CORPORATION

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BR
5/11/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

ROBERT MAXWELL
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DOMAR LTD.
Ref. Number: W98000010109

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We have received your document for DOMAR LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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: 998A00024660

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*Buck, Please give
good standing
also*

RESUBMIT
Please give original
5011421111 H116 9 H116 H116

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MOUNTAIN CREEK ENTERPRISES, LTD.

Mountain Creek Enterprises, Ltd.,

This Certificate of Limited Partnership of (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Name: The name of the limited partnership is MOUNTAIN CREEK ENTERPRISES, LTD.
2. Name and Address of Registered Agent: The address of the registered office of the Limited Partnership in Florida is 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134. The Limited Partnership's registered agent at that address is Alhambra Registered Agents, Inc.
3. Name and Address of Initial General Partner: The name and address of the initial general partner of the Limited Partnership is:

NAME

ADDRESS

DMGP, Inc., a Florida corporation

c/o Karp & Genauer, P.A.

2 Alhambra Plaza

Suite 1202

Coral Gables, Florida 33134

998000029952

4. Mailing Address: The Limited Partnership's mailing address shall be c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.
5. Term: The term of the limited partnership is until December 31, 2025, unless such term is extended under applicable law and the limited partnership's limited partnership agreement, or sooner terminated under applicable law and the limited partnership agreement.
6. Affidavit re: Capital Contribution: 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 as **Exhibit "A"**.
7. Controlling Agreement: This certificate summarizes information regarding the partnership required under the Act and is qualified entirely by reference to the complete agreement of the partners embodied in the limited partnership agreement, which includes provisions not summarized in this certificate and is controlling for all purposes.

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IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 2nd day of April, 1998.

DMGP, INC., a Florida corporation

By: 

Domingo Moreira, Jr., President

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EXHIBIT "A"
AFFIDAVIT RE: CAPITAL CONTRIBUTIONS
OF
MOUNTAIN CREEK ENTERPRISES, LTD.

COMES NOW, Domingo Moreira, Jr., as President of DMGP, Inc., a Florida corporation, the sole general partner of ~~(the "Limited Partnership")~~, who deposes and states as follows: Mountain Creek Enterprises, Ltd.,

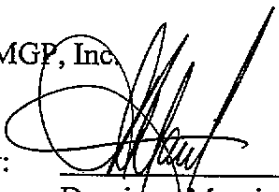
1. The limited partners are making capital contributions to the Limited Partnership in the aggregate amount of \$350,000.00. No other capital contributions are anticipated to be made by the limited partners.

2. Affiant further sayeth naught.

General Partner:

DMGP, Inc.

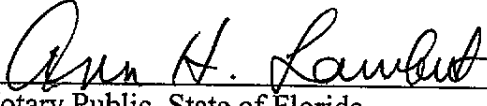
By:


Domingo Moreira, Jr., President

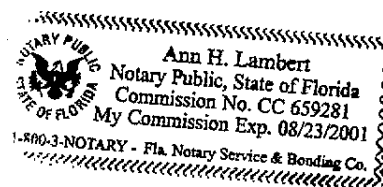
State of Florida)
) SS:
County of Dade)

BEFORE ME, personally appeared Domingo Moreira, Jr., to me personally known or who produced _____ as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Domar Ltd., a Florida limited partnership, as President of DMGP, Inc., a Florida corporation, the sole general partner of Domar Ltd.

WITNESS my hand and official seal this 2nd day of April, 1998.


Notary Public, State of Florida
Print Name: _____

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP

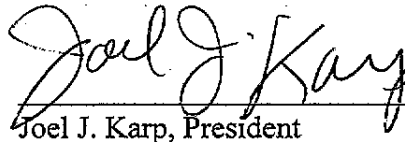
Mountain Creek Enterprises, Ltd.,

a Florida limited partnership, desiring to organize as a limited partnership pursuant to Florida Statutes, with its registered office, as indicated in the Certificate of Limited Partnership, at 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

Having been named registered agent for the above-stated limited partnership at the place designated in the Certificate, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

ALHAMBRA REGISTERED AGENTS, INC.

By:


Joel J. Karp, President

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