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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 829222 6594A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 4:03

ORDER DATE : May 22, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 829222-010

CUSTOMER NO: 6594A

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-05/22/98 -01107-011
***1960.00 ***1837.50

CUSTOMER: Joel S. Piotrkowski, Esq
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: LAS TIENDAS VENTURE, *Limited*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

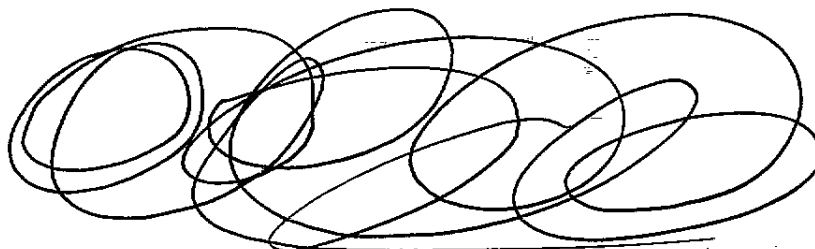
XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

A98-1291

Name Availability	<i>[Signature]</i>
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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, acting as organizer of a limited partnership, under the Florida Revised Uniform Limited Partnership Act, adopt the following certificate for such limited partnership.

FIRST: The name of the limited partnership is Las Tiendas Venture Limited.

SECOND: The address of the office of the partnership at which place the records shall be maintained is 5005 Excellence Boulevard, Tampa, FL 33617.

THIRD: The name and address of the agent for service of process is Joel S. Piotrkowski, 317 - 71st Street, Miami Beach, Florida 33141.

FOURTH: The names and business address of each general partner are as follows:

Name	Address
Las Tiendas Venture, Inc.	5005 Excellence Blvd. Tampa, FL 33617

FIFTH: The mailing address of the limited partnership is 5005 Excellence Boulevard, Tampa, FL 33617.

SIXTH: The latest date on which the limited partnership is to dissolve is June 1, 2050.

In Witness Whereof, the parties have hereto executed this Certificate on this 21st day of May, 1998.

Las Tiendas Venture, INC., a Florida corporation

By: 

Alfredo Seidner, President.

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

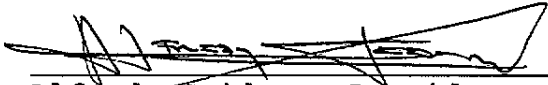
Before me, the undersigned authority, personally appeared,
ALFREDO SEINER, who, upon being duly sworn, deposes and states:

1. Affiant is the President of Las Tiendas Venture, Inc., a
Florida corporation, who is the General Partner of Las Tiendas
Venture Limited.

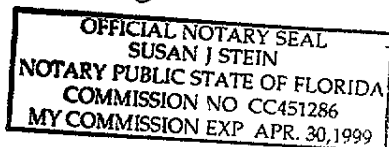
2. The Limited Partners have contributed \$4,999,900.00.

3. It is anticipated that the Limited Partners shall not
contribute any additional capital to the Limited Partnership.

FURTHER AFFIANT SAITH NOT.


Alfredo Seidner, President.

Sworn to and Subscribed
before me this 21st
day of May, 1998.



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APPOINTMENT AND ACCEPTANCE OF AGENT FOR SERVICE OF PROCESS

That Las Tiendas Venture Limited, a Florida Limited Partnership, desiring to organize under the laws of the State of Florida, with its principal office at 5005 Excellence Boulevard, Tampa, FL 33617, has named Joel S. Piotrkowski, Esquire, 317 - 71st Street, Miami Beach, Florida 33141, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated limited partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida law in keeping said office open.

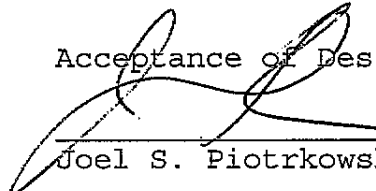
Designation by:

Las Tiendas Venture, Inc., a
Florida corporation

By: 

Alfredo Seidner, President.

Acceptance of Designation By:


Joel S. Piotrkowski

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