



THE UNITED STATES
CORPORATION
COMPANY

A98000001338

ACCOUNT NO. : 072100000032

REFERENCE : 836431 121767A

AUTHORIZATION

Licia Pignatelli

COST LIMIT : \$ 87.50

ORDER DATE : May 29, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 836431-005

CUSTOMER NO: 121767A

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

700002540497--4

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SNOW CREEK LIMITED
PARTNERSHIP

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:

ML 5/29/98

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 29 AM 11:23

RECEIVED
98 MAY 29 AM 10:41
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SNOW CREEK LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 29 AM 11:23

This Certificate of Limited Partnership of Snow Creek Limited Partnership (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 SNOW CREEK LIMITED PARTNERSHIP.
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

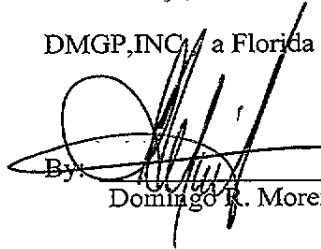
898000029952

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.

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 14th day of May, 1998.

DMGP, INC., a Florida corporation

By: 

Domingo R. Moreira, President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 29 AM 11:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 11:23

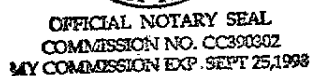
1. The limited partners are making capital contributions to the Limited Partnership in the aggregate amount of \$5,000.00. No other capital contribution are anticipated to be made by the limited partners.
2. Affiant further sayeth naught.

DMGP, Inc.

Domingo R. Moreira, President

BEFORE ME, personally appeared Domingo R. Moreira, to me personally known or who produced Personally Known as identification, and he did acknowledge to me that he executed the foregoing Affidavit re: Capital Contributions of Snow Creek Limited Partnership, a Florida limited partnership, as President of DMGP, Inc., a Florida corporation, the sole general Partner of Snow Creek Limited Partnership.

WITNESS my hand and official seal this 14th day of May, 1998.



Notary Public, State of Florida
Print Name: Vivian Crews
My Commission Expires: 9/25/98

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN CERTIFICATE OF LIMITED PARTNERSHIP**

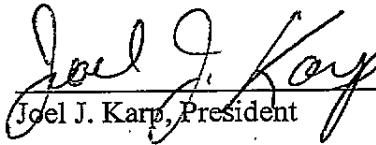
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 11:23

Snow Creek Limited Partnership, 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