

A980000001402



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 843695 4336650

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 1837.50

ORDER DATE : June 4, 1998

ORDER TIME : 11:43 AM

ORDER NO. : 843695-010

CUSTOMER NO: 4336650

600002549416--6

CUSTOMER: Mr. Keith Wasserstrom
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: SCION HOLDING, LTD.

FILE SECOND

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: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
98 JUN -5 PM 1:08
DIVISION OF CORPORATION

A98-1402

Name	<i>92605</i>
Availability	
Document	<i>92</i>
Examiner	<i>92</i>
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Verifier	<i>92</i>
Acknowledgement	<i>92</i>
W. P. Verifier	<i>92</i>

CERTIFICATE OF LIMITED PARTNERSHIP**OF****SCION HOLDING, LTD.****a Florida limited partnership**

1. The name of this limited partnership is Scion Holding, Ltd. (the "Partnership").
2. The principal place of business and the mailing address of the Partnership is:

146 Greens Road
Hollywood, FL 33021

3. The name and address of the registered agent of the Partnership is:

Seymour Zwickler
146 Greens Road
Hollywood, FL 33021

4. The name and address of the sole General Partner of the Partnership is:

SZGP, Inc.
146 Greens Road
Hollywood, FL 33021

898-50706

5. The latest date upon which the Partnership is to dissolve is December 31, 2057.

IN WITNESS WHEREOF, the undersigned, general partner of Scion Holding, Ltd., has executed this Certificate of Limited Partnership this 7th day of June, 1998.

GENERAL PARTNER:

SZGP, INC., a Florida corporation

By: _____

Seymour Zwickler, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

1. The name of the partnership is Scion Holding, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of capital contributions of the Limited Partners and the amount anticipated to be contributed by the limited partners of the Partnership totals \$376,200.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

SZGP, INC., a Florida corporation

By: 

Seymour Zwickler, President

DATED: June 2nd 1998

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Scion Holding, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



Seymour Zwickler
Registered Agent