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ATTORNEYS AT LAW
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SUITE 1050
MIAMI, FLORIDA 33131-2394
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June 10, 1998

[Via UPS]



Schantz,
Schatzman,
Aaronson &
Perlman, P.A.

FLORIDA SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002557256--5
-06/11/98-01097-005
***105.00 ***105.00

RE: MDB I, Ltd.

Gentlemen:

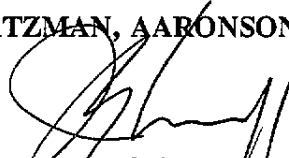
Enclosed herewith please find original Certificate of Limited Partnership of the above limited partnership, together with a firm check payable to your order in the sum of \$105.00

Would you please be good enough to file the enclosed Certificate of Limited Partnership and send me a copy thereof after filing. I have enclosed a self-addressed stamped envelope for your convenience.

Please call me should you have any questions to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.


IRVING SHIMMOFF
Of Counsel

IS/cc
Enclosures

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DIVISION OF CORPORATIONS
98 JUN 19 PM 3:16

Name	
Availability	<i>MSH</i>
Document Examiner	<i>MSH</i>
Updater	<i>MSH</i>
Updater Verifier	<i>MSH</i>
Acknowledgement	<i>MSH</i>
W. P. Verifier	<i>MSH</i>

A98-1508



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

IRVING SHIMOFF
SCHANTZ, SCHATZMAN, AARONSON & PERLMAN,
200 SOUTH BISCAYNE BOULEVARD, STE 1050
MIAMI, FL 33131-2394

SUBJECT: MDB I, LTD
Ref. Number: W98000013511

We have received your document for MDB I, LTD and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00032901

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MDB I, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the Limited Partnership is "MDB I, LTD."

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Robert A. Schatzman
Suite 1050
200 S. Biscayne Blvd.
Miami, Florida 33131

3. The name and business address of the sole General Partner is:

Bauco Corp.
Suite 1050
200 S. Biscayne Blvd.
Miami, Florida 33131

4. The mailing address for the limited partnership is:

Suite 1050
200 S. Biscayne Blvd.
Miami, Florida 33131

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

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THE UNDERSIGNED General Partner has executed this Certificate of Limited Partnership this 10 day of June, 1998.

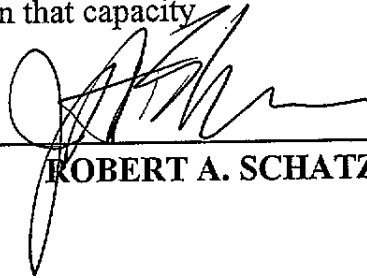
GENERAL PARTNER:

Bauco Corp.
a Florida corporation

By: 

MICHAEL D. BAUMANN, Pres.

THE UNDERSIGNED accepts the foregoing designation as the agent for service of process on MDB I, Ltd. and agrees to act in that capacity



ROBERT A. SCHATZMAN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

:SS.:

COUNTY OF MIAMI - DADE)

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THE UNDERSIGNED, MICHAEL D. BAUMANN, as President of the sole General Partner of MDB I, Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That he is the President of Bauco Corp., a Florida corporation, and in that capacity has full authority to sign this Affidavit on behalf of the corporation.

2. That Bauco Corp. is the sole General Partner of MDB I, Ltd., a Florida limited partnership.

3. That the amount of the capital contributions of the limited partners and the total amount anticipated to be contributed by the limited partners at this time is \$ 10,000.00.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

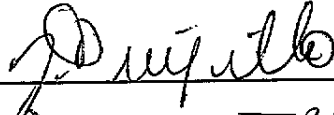
BAUCO CORP.
a Florida corporation

By: 

MICHAEL D. BAUMANN, President

BEFORE ME, the undersigned authority, personally appeared Michael D. Baumann, the President of Bauco Corp., a Florida corporation, who is personally known to me or has produced _____ as identification, and who did take an oath, and acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Miami-Dade County, Florida,
this 10 day of June, 1998.



Jessica TRUJILLO

*(Print Name of Notary Public)

NOTARY PUBLIC, State of Florida at Large

Commission Number: CC594174

My Commission Expires: 10-17-2000



Jessica Trujillo
My Commission CC594174
Expires Oct. 17, 2000

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