

A98000001696



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 887597 4337904

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 140.00

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
JUL 14 1998

ORDER DATE : July 10, 1998

ORDER TIME : 1:24 PM

ORDER NO. : 887597-010

CUSTOMER NO: 4337904

CUSTOMER: Jonathan Feuerman, Esq
THERREL BAISDEN, P.A.

700002588937--2

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: CEE CEE GROUP, LTD.

(u)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

File Second

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice
EXAMINER'S INITIALS:

JK *JK*
7/14/98

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
JUL 14 1998 PM 3:34



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1998

JANICE VANDERSLICE
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CEE CEE GROUP, LTD.
Ref. Number: W98000015801

98 JUL 14 AM 10:40
98 JUL 14 PM 3:34
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
Resubmit

We have received your document for CEE CEE GROUP, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

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: 098A00037210

K-A - Cee Cee Group, Ltd

CERTIFICATE OF LIMITED PARTNERSHIP OF

K.A. CEE CEE GROUP, LTD.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 PM 3:34

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is K.A. Cee Cee Group, Ltd.

2. The address of the office of the Partnership is 405 San Marino Drive, Miami Beach, Florida 33139.

3. The name and address of the agent for service of process on the Partnership is ELLEN ROSE, Esq., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the corporate General Partner is as follows:

ALKACE, INC.,
a Florida corporation
405 San Marino Drive
Miami Beach, Florida 33139

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5. The mailing address of the Partnership is: 405 San Marino Drive, Miami Beach, Florida 33139.

6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) CECILE WEISS, as President of ALKACE, INC., a Florida corporation, as the General Partner of CEE GROUP, LTD. or (b) an authorized corporate officer, of ALKACE, INC., a Florida corporation, as General Partner of K.A. Cee Cee Group, Ltd. LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of K.A. Cee Cee Group, Ltd. this 8 day of July, 1998.

GENERAL PARTNER

ALKACE, INC., a Florida corporation

By: Cecile Weiss
CECILE WEISS, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for K.A. Cee Cee Group, Ltd. a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: Ellen Rose
ELLEN ROSE

W:\WEISS\FLP\CERTIFIC.WPD

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared CECILE WEISS, as President of ALKACE, INC., a Florida corporation, which is the General Partner of K.A. Cee Cee Group, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", 405 San Marino Drive, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Cecile Weiss	\$ 990.00
405 San Marino Drive	
Miami Beach, Florida 33139	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Cecile Weiss	\$ -0-
405 San marino Drive	
Miami Beach, Florida 33139	

Total	\$ -0-
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FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read foregoing and that the facts alleged are true, to the best of knowledge and belief.

GENERAL PARTNER:

ALKACE, INC.,
a Florida corporation

By: Cecile Weiss
CECILE WEISS, President

Dated: July 8, 1998

The foregoing instrument was acknowledged before me this 8 day of July, 1998, by CECILE WEISS, as President of ALKACE, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

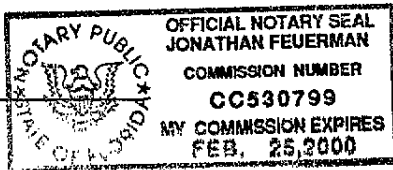
Jonathan Feuerman
Notary Public, State of Florida
at Large

Print/Type or Stamp Notary Name

My Commission Expires:

Commission No. (if any)

W:\WEISS\FLP\AFFIDAVI.WPD



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