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LAW OFFICES
Michael J. Freeman, P. A.
153 Sevilla Avenue
Coral Gables, Florida 33134

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July 22, 1998

EXPRESS MAIL: EL059179600US

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002598451--8
-07/24/98-01105--001
****166.25 ****166.25

RE: Gold Enterprises Worldwide, Ltd.
Florida Limited Partnership

Gentlemen:

Enclosed please find the following documents for the above-referenced Florida Limited Partnership.

1. Certificate of Limited Partnership (original and copy);
2. Affidavit of Capital Contribution;
3. Acknowledgment of Registered Agent; (original and copy)
4. My office check #10623 for the fees in the amount of \$166.25 representing the following:

Filing Fee	\$70.00
Registered Agent Fee	35.00
Certified Copy	52.50
Certificate of Status	8.75
Total:	<u>\$166.25</u>

FILED
JUL 24 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	7/27/98
Availability	DCC
Document Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

MJF:lc

Enclosed for your convenience is a prepaid Express Mail envelope to send me the copy of the documents stamped "filed", certified copy and certificate of status.

If you have any questions, please do not hesitate to contact me.

Thank you in advance for your attention to this matter.

Very truly yours,

Michael J. Freeman
MICHAEL J. FREEMAN

\$10,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLD ENTERPRISES WORLDWIDE, LTD.
a Florida limited partnership

1. The name of this limited partnership is GOLD ENTERPRISES WORLDWIDE, LTD. (the "Partnership").

2. The principal place of business and the mailing address of the Partnership is:

153 Sevilla Avenue
Coral Gables, Florida 33134

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

Michael J. Freeman, President
M.J.F. Registered Agent Corp.
153 Sevilla Avenue
Coral Gables, Florida 33134

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

GOLD ENTERPRISES WORLDWIDE, INC.

(a Florida corporation)
153 Sevilla Avenue
Coral Gables, Florida 33134

5. The latest date upon which the Partnership is to dissolve is December 31, 2030.

IN WITNESS WHEREOF, Michael J. Freeman, Director of GOLD ENTERPRISES WORLDWIDE, INC., the general partner of GOLD ENTERPRISES WORLDWIDE, LTD. has executed this Certificate of Limited Partnership this 18th day of July, 1998.

GENERAL PARTNER:

Gold Enterprises Worldwide, Inc.
a Florida corporation

By: Michael J. Freeman
Michael J. Freeman, Director

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for GOLD ENTERPRISES WORLDWIDE, 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.

M.J.F. REGISTERED AGENT CORP.
a Florida corporation

Michael J. Freeman
By: Michael J. Freeman, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
GOLD ENTERPRISES WORLDWIDE, LTD.
a Florida limited partnership

1. The name of this limited partnership is GOLD ENTERPRISES WORLDWIDE, LTD. (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 is \$10,000.00.

GENERAL PARTNER:

Gold Enterprises Worldwide, Inc.
a Florida corporation

By: Michael J. Freeman
Michael J. Freeman, Director

Date: July 18, 1998

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Michael J. Freeman, Director, of GOLD ENTERPRISES WORLDWIDE, INC., that he is the person who executed the foregoing Affidavit of Capital Contribution and that he acknowledged before me that he executed the Affidavit as an officer of the general partner of the Partnership.

SWORN TO AND SUBSCRIBED before me this 18th day of July, 1998.

Elizabeth W. Curry
Notary Public, State of Florida

Print Name:

My Commission Expires:



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TALLAHASSEE, FLORIDA