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September 30, 1998

SENT VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002653238--4
-10/01/98--01044--005
****122.50 *****78.75
\$122.50

Re: Certificate of Limited Partnership

Ladies and Gentlemen:

Please file the enclosed Certificate of Limited Partnership on behalf of OCEAN HOLIDAY VENTURE, LTD. Also, enclosed is a check payable to the Florida Department of State in the amount of \$122.50, representing the State's filing fee, the registered agent fee, and a certified copy.

To evidence receipt of this filing, please return a date stamped copy of the enclosed copy of this letter in the self addressed stamped envelope provided for your convenience.

Should you have any questions or comments, please call me directly at (305) 373-9433.

Sincerely,

BROAD AND CASSEL

Martha Freeman

Martha Freeman
Legal Assistant

Enclosures

cc: Mike Segal, P.A.

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TALLAHASSEE, FLORIDA

A98-2275
CR-90-2

Name	Availability
Document Examiner	Updater
Updater	Verifier
Acknowledgement	W. P. Verifier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

OCEAN HOLIDAY VENTURE, LTD., a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is OCEAN HOLIDAY VENTURE, LTD. (the "Partnership").
2. The address of the office of the Partnership is 3300 N.E. 191st Street, Suite LP12, Aventura, Florida 33180.
3. The name and address of the agent for service of process on the Partnership is c/o Son-Trans, Inc., 3300 N.E. 191st Street, Suite LP12, Aventura, Florida 33180, Attn: Joel Israel.
4. The name and mailing address of the general partner is Son-Trans, Inc., 3300 N.E. 191st Street, Suite LP12, Aventura, Florida 33180, Attn: Joel Israel. *948-73470*
5. The mailing address of the Partnership is Son-Trans, Inc., 3300 N.E. 191st Street, Suite LP12, Aventura, Florida 33180, Attn: Joel Israel.
6. The latest date upon which the Partnership will dissolve is December 30, 2030.

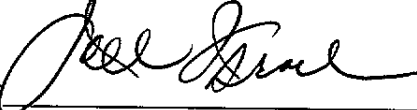
The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Prepared By:
Mike Segal, P.A.
Florida Bar Number 0124779
Broad and Cassel
Miami Center, Suite 3000
201 S. Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Ocean Holiday Venture, Ltd. this 29 day of September, 1998.

GENERAL PARTNER:

SON-TRANS, INC.


By 
Joel Israel, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for OCEAN HOLIDAY VENTURE, 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:

SON-TRANS, INC.

By 
Joel Israel, President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss.
COUNTY OF Dade)

BEFORE ME, the undersigned personally appeared Joel Israel, President of Son-Trans, Inc., constituting the sole general partner of OCEAN HOLIDAY VENTURE, LTD., a Florida limited partnership, who upon being duly sworn, certified that the total initial amount of capital contributions and anticipated capital contributions by the limited partners is \$7,500.00.

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

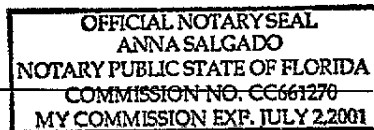
GENERAL PARTNER:

SON-TRANS, INC.

By: Joel Israel
Joel Israel, President

The foregoing instrument was acknowledged before me this 25th day of September, 1998, by Joel Israel as President of Son-Trans, Inc., general partner of Ocean Holiday Venture, Ltd., a Florida limited partnership, on behalf of the partnership. He is personally known to me or has produced a driver's license as identification.

Anna Salgado
(Signature of Notary Public)



(Typed name of Notary Public)

Notary Public, State of Florida.

Commission No. _____

My commission expires: _____

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TALLAHASSEE, FLORIDA