



THE UNITED STATES
CORPORATION
COMPANY

A98000002464

ACCOUNT NO. : 072100000032

REFERENCE : 012469 7136430

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 1890.00

ORDER DATE : October 28, 1998

ORDER TIME : 3:25 PM

ORDER NO. : 012469-015

100002675311--0

CUSTOMER NO: 7136430

CUSTOMER: Mr. Bernard D. Stein
BERNARD DANE STEIN, P.A.
BERNARD DANE STEIN, P.A.
200 South Biscayne Boulevard,
20th Floor
Miami, FL 33131-2310

DOMESTIC FILING

NAME: MORZI INVESTMENT, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 12:53

INCORPORATION

98 OCT 28 PM 4:11

FILED

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MORZI INVESTMENT, 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 Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is MORZI INVESTMENT, LTD.
2. The address of the office of the Partnership is:
888 Brickell Key Drive, Apt. 2707, Miami, Florida 33131.
3. The name and address of the agent for service of process on the Partnership are:
Scott Hollingsworth
888 Brickell Key Drive, Apt. 2707, Miami, Florida 33131.
4. The name and address of the general partner are:
MORZI INVESTMENT, INC. *848000092020*
888 Brickell Key Drive, Apt. 2707, Miami, Florida 33131.
5. The mailing address of the Partnership is as follows:
888 Brickell Key Drive, Apt. 2707, Miami, Florida 33131.
6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

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 MORZI INVESTMENT, LTD. this 22 day of October, 1998.

Witnesses:

MORZI INVESTMENT, INC.
a Florida corporation

By: *[Signature]* (SEAL)
Scott Hollingsworth, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MORZI INVESTMENT, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

[Signature] 10/22/98
Scott Hollingsworth Date

FILED STATE
SECRETARY OF CORPORATIONS
98 OCT 29 PM 12:53

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 PM 12:53

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Scott Hollingsworth, who, after being duly sworn, certified as follows:

1. He is the President of MORZI INVESTMENT, INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of MORZI INVESTMENT, LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$1,000,000;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

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.

MORZI INVESTMENT, INC.
a Florida corporation

Date: 10/22, 1998. By: [Signature] (SEAL)
 Scott Hollingsworth, President

BEFORE ME, the undersigned officer, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Scott Hollingsworth, on the 22 day of October, 1998, known to me and known by me to be the President of MORZI INVESTMENT, INC., a Florida corporation (which corporation is known by me to be the sole General Partner of MORZI INVESTMENT, LTD., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and such person acknowledged to and before me executing this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 22 day of October, 1998.

Notary Public, State of Florida

