



THE UNITED STATES
CORPORATION
COMPANY

A 99000000193

ACCOUNT NO. : 072100000032

REFERENCE : 110477 7135588

AUTHORIZATION :

COST LIMIT :

Patricia Pigut

FILED
DIVISION OF CORPORATIONS
99 FEB - 1 AM 11:20

ORDER DATE : January 25, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 110477-010

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

400002753454--0

DOMESTIC FILING

NAME: NMG ENTERPRISES, LTD

****FILE SECOND*****

EFFECTIVE DATE:

(6)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

my

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

2/1/99

RECEIVED
99 JAN 25 AM 11:58
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

JEANINE REYNOLDS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: NMG ENTERPRISES, LTD.
Ref. Number: W99000001898

We have received your document for NMG ENTERPRISES, 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: 099A00003450

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 AM 11:20

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GILLER ENTERPRISES, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 AM 11:20

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 GILLER ENTERPRISES, LTD.
2. The address of the office of the Partnership is c/o The Giller Building, 975 Arthur Godfrey Road, Miami Beach, Florida 33140.

3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, 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:

RELLIG, INC.,
a Florida corporation
c/o The Giller Building
975 Arthur Godfrey Road
Miami Beach, Florida 33140

999000007208

5. The mailing address of the Partnership is: c/o The Giller Building, 975 Arthur Godfrey Road, Miami Beach, Florida 33140.

6. The latest date upon which the Partnership shall dissolve is January 31, 2035.

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) NORMAN M. GILLER, as President of

RELLIG, INC., a Florida corporation, as the General Partner of GILLER ENTERPRISES, LTD. or (b) an authorized corporate officer, 68
RELLIG, INC., a Florida corporation, as General Partner of GILLER ENTERPRISES, LTD.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 18 AM 11:20

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 GILLER ENTERPRISES, LTD. this 22nd day of JANUARY, 1999.

GENERAL PARTNER

RELLIG, INC., a Florida corporation

By: 

NORMAN M. GILLER, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GILLER ENTERPRISES, 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: 

NICHOLAS M. DANIELS

W:\GILLER\FLP\CERTIFIC.WPD

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 11:20

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared NORMAN M. GILLER, as President of RELLIG, INC., a Florida corporation, which is the General Partner of GILLER ENTERPRISES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o The Giller Building, 975 Arthur Godfrey Road, Miami Beach, Florida 33140, 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:

NORMAN M. GILLER	\$ 990.00
The Giller Building	_____
975 Arthur Godfrey Road	_____
Miami Beach, Florida 33140	-----
Total	\$ 990.00

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

NORMAN M. GILLER	\$ -0-
The Giller Building	_____
975 Arthur Godfrey Road	_____
Miami Beach, Florida 33140	-----
Total	\$ -0-

FURTHER AFFIANT SAITH 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.

GENERAL PARTNER:

RELLIG, INC., a Florida corporation

By: *Norman M. Giller*

NORMAN M. GILLER, President

Dated: January 22, 1999

The foregoing instrument was acknowledged before me this 22nd day of January, 1999, by NORMAN M. GILLER, as President of RELLIG, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as ~~identification~~.

Nicholas M. Daniels
Notary Public, State of Florida
at Large

NICHOLAS M. DANIELS
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:



Nicholas M. Daniels
MY COMMISSION # CC693508 EXPIRES
February 6, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

W:\GILLER\FLP\AFFIDAVI.WPD