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

Reply to: P.O. Box 140668
Coral Gables, FL 33114-0668

Tel. 305-442-1567
Fax 305-442-1227

February 9, 1999

EXPRESS MAIL: EL059179763US

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

400002772054--5
-02/10/99-01087-005
***166.25 ***166.25

RE: Green 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 # 10912 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>

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AVE	
Dr	
Ex	
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U	
Ver	
Acc	
W. P.	

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.

Elizabeth of
Michael J. Freeman's Office

AUTHORIZATION BY PHONE TO
CORRECT Suffix

DATE 2/15/99

MJF:lc

DOC. EXAM MJF

Very truly yours,

MJ Freeman
MICHAEL J. FREEMAN

99 FEB 10 PM 1:19

STATE OF FLORIDA
DIVISION OF CORPORATIONS

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

1. The name of this limited partnership is GREEN 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:

PG9000012560
GREEN 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 GREEN ENTERPRISES WORLDWIDE, INC., the general partner of GREEN ENTERPRISES WORLDWIDE, LTD. has executed this Certificate of Limited Partnership this 9th day of February 1999.

GENERAL PARTNER:

Green Enterprises Worldwide, Inc.
a Florida corporation

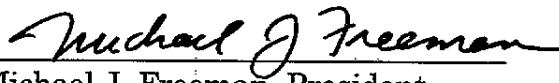
By: Michael J. Freeman
Michael J. Freeman, Director

RECEIVED
DIVISION OF CORPORATIONS
99 FEB 10 PM 1:19

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for GREEN 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


By: Michael J. Freeman, President

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

1. The name of this limited partnership is GREEN 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:

Green Enterprises Worldwide, Inc.
a Florida corporation

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

Date: February 9, 1999

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Michael J. Freeman, Director, of GREEN 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 9th day of February, 1999.

Elizabeth W. Curry
Notary Public, State of Florida

Print Name:

My Commission Expires:

