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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

The Universal Marketing Partners, ~~Ltd~~ <sup>LLP</sup> Limited Partnership.

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February 22, 1999

I.M.C.  
8306 MILLS DRIVE, #148  
MIAMI, FL 33183

SUBJECT: UNIVERSAL MARKETING PARTNERS LIMITED PARTNERSHIP  
REF: W99000004349

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document. *ms*

*ms* Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

*ms* The effective day must be specific and cannot be prior to the date of filing.

*ms* Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

*ms* The registered agent must sign accepting the designation.

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) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H99000003356  
Letter Number: 199A00007915

850)487-6013

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 24, 1999

I.M.C.  
8306 MILLS DRIVE, #148  
MIAMI, FL 33183

SUBJECT: UNIVERSAL MARKETING PARTNERS LIMITED PARTNERSHIP  
REF: W99000004349

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You still haven't made all the changes and met all of the requirements yet. The name must be the same through out the document. Look in the heading of the certificate the word Partners. It must be spelled the same in section one. Please make the proper correction. You must also submit an affidavit containing the contributions of the limited partners. The document must be entitled "Affidavit".

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) 487-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H99000003356  
Letter Number: 299A00008444

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE UNIVERSAL MARKETING PARTNERS, LTD.**

The parties do hereby certify that an Agreement was made effective the 23rd  
Day of February, 1999, at Miami, Florida,  
By the following, herein called "General Partners":

Angel Golindano

And by the following, hereinafter referred to as "Limited Partners":

Maureen Dierickx

Ray Gonzalez

Zuriel Carbo

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**WITNESSETH:**

1. Name. The name of this Limited Partnership is THE UNIVERSAL MARKETING PARTNERS, LTD.
2. Business. The character of the Partnership business shall be to, do marketing and sales, and conduct a general business as thereto related.
3. Principal Place of Business and mailing address. The location of the principal place of business of the Partnership is 8306 Mills Drive Suite 148 Miami, Florida.

Prepared by

IME  
8306 MILLS DR #148  
MIAMI, FL 33183  
(305) 962-0148

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4. **Registered Agent and Office.** The registered agent for this Limited Partnership Is Angel Golindano. The street address of the registered agent and the registered Office is 7575 West Flagler Street Suite 202 Miami, Florida 33144

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate. I hereby accept the appointment as Registered Agent and agree to act in the capacity. I further agree to comply with the provisions of all status relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent

Date:

02/23/99

5. **The Partners.** The General Partners and Limited Partners of this Limited Partnership are as follows:

**General Partners****Place of Business**

Angel Golindano

8306 Mills Drive Suite 148  
Miami, Florida 33183**Limited Partners****Place of Residence**

Maureen Dierickx

9615 SW 118 Street  
Miami, Florida 33176

Ray Gonzalez

1870 West 84<sup>th</sup> Street  
Hialeah, Florida 33014

Zuriel Carbo

8855 SW 54 Street  
Miami, Florida 33165

6. **Term.** The Partnership shall begin on the 23<sup>rd</sup> day of February, 1999, and shall continue for 25 years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. **Additional Contributions.** No additional contributions of the Limited Partners have been agreed upon.

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8. *Return of Contributions.* No Limited Partner shall be entitled to withdraw or demand the return of any part of such Partner's capital contribution except upon dissolution of the Partnership.

9. *Profits.* All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportions as the Partner's then capital interest accounts, unless retained for the Partnership investment and business activities.

10. *Assignments.* A Limited Partner shall have the right to sell such Partner's interest in the Partnership but only after such Partner gives to the Partnership 120-day opportunity to purchase such interest, as explained in detail by the Partnership Agreement.

11. *Additional Limited Partners.* The General partner may admit additional limited partners.

12. *Priority among Limited Partners.* There is no priority of one Limited Partner over another as to contributions or compensation by way of income.

13. *Continuance of Business.* Upon the death, retirement or insanity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of 50% of the capital owned by all limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. *Property Other Than Cash.* A Limited Partner may not demand property other than cash in return for such Partner's contributions.

15. *Amount of Cash and Agreed Value and Description of Other Property Contributed.* The Partner in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A" attached hereto, with an agreed value of \$100.00

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## Affidavit

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Partners	Percentage Interest	Contribution
Angel Golindano	85%	\$85.00
Maureen Dierickx	5%	\$5.00
Ray Gonzalez	5%	\$5.00
Zuriel Carbo	5%	\$5.00

## GENERAL PARTNERS:


⑩

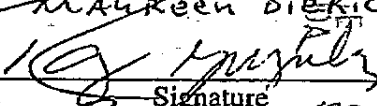
  
 Signature  
 ANGEL Golindano

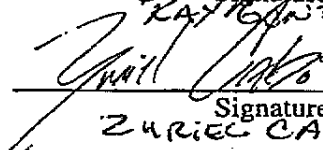
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 Signature

## LIMITED PARTNERS:

⑩

  
 Signature  
 MAUREEN DIERICKX

  
 Signature  
 RAY GONZALEZ

  
 Signature  
 ZURIEL CARBO

\_\_\_\_\_  
 Signature

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