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Florida Department of State
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FLORIDA LIMITED PARTNERSHIP

Marketing Partners of Florida, Ltd.

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0)487-6013

02/22/99 11:03 Fl Dept of State pl /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 22, 1999

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

SUBJECT: MARKETING PARTNERS OF FLORIDA, LTD. LIMITED PARTNERSHIP
REF: W99000004352

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.

Please refax your document. We only received the cover page and the first page of the Certificate. You have a double suffix in your name. There is no need to have both Ltd. and Limited Partnership in the name. Please choose one or the other.

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

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. #: H99000003542
Letter Number: 999A00007916

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 24, 1999

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

SUBJECT: MARKETING PARTNERS OF FLORIDA, LTD.
REF: W99000004352

RECEIVED
99 FEB 26 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

In my first correspondence I advised you about the name and you having two suffixes. You changed it on your cover letter but not in the actual Certificate. There is no need to have two suffixes please make the proper correction. Also you still haven't send the 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. #: H99000003542
Letter Number: 699A00008446

(H990000035420)

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARKETING PARTNERS OF FLORIDA
LIMITED PARTNERSHIP**

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":

Marlene Lozano

Barbara Venereo

Irene Puga Del Valle

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STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

1. Name. The name of this Limited Partnership is Marketing Partners of Florida, Limited Partnership
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 33183

Prepared by
IMC
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
Marlene Lozano	11980 SW 42 nd Street Miami, Florida 33175
Barbara Venereo	12764 SW 46 Lane Miami, Florida 33175
Irene Puga Del Valle	8521 NW 191 Street Miami, Florida 33015

6. Term. The Partnership shall begin on the 23rd 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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TALLAHASSEE, FLORIDA

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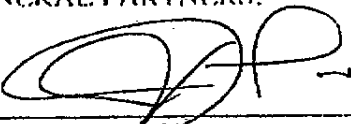
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Affidavit

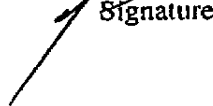
Partners	Percentage Interest	Contribution
Angel Golindano	85%	\$85.00
Marlene Lozano	5%	\$5.00
Barbara Venereo	5%	\$5.00
Irene Puga Del Valle	5%	\$5.00

GENERAL PARTNERS:

m




Signature



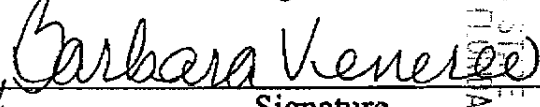
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LIMITED PARTNERS:


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Signature



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