

Division of Corporations

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Florida Department of State

Division of Corporations
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FLORIDA LIMITED PARTNERSHIP

United Marketing Enterprises, LTD.

Name	2/26/99
Availability	dec
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
UNITED MARKETING ENTERPRISES, LTD.**

The parties do hereby certify that an Agreement was made effective the 26th
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":

Carmen Fernandez

WITNESSETH:

1. Name. The name of this Limited Partnership is UNITED MARKETING ENTERPRISES, 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.

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Prepared by
TMC
8306 Mills Dr #148
MIAMI, FL 33183
(305) 3898190


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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.

 Date: 06/26/99
Registered Agent

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

General Partners

Angel Golindano

Place of Business8306 Mills Drive Suite 148
Miami, Florida 33183**Limited Partners**

Carmen Fernandez

Place of Residence6426 SW 134th PL
Miami, FL 33183

6. Term. The Partnership shall begin on the 26th 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 of 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

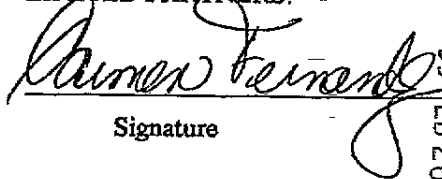
Partners	Percentage Interest	Contribution
Angel Golindano	95%	\$95.00
Carmen Fernandez	5%	\$5.00

GENERAL PARTNERS:



Signature_____
Signature

LIMITED PARTNERS:



Signature_____
Signature_____
Signature_____
Signature

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