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LAW OFFICE OF  
MICHAEL P. GABLE

PRESIDENTIAL CIRCLE  
4000 HOLLYWOOD BOULEVARD, SUITE 735 SOUTH  
HOLLYWOOD, FLORIDA 33021-6744

MICHAEL P. GABLE  
MICHAEL HEIDT

00789-02544-00717-00671 00624

March 11, 1999

BROWARD (954) 966-2501  
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via Federal Express

W99-6481

3/26

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-03/12/99--01064--015  
\*\*\*156.80 \*\*\*156.80

Re: CONSULTING AND MANAGEMENT, LTD.

Dear Sirs:

This firm represents Consulting and Management, Ltd. Enclosed please find an original and one copy of the following:

1. Certificate of Limited Partnership of Consulting and Management, Ltd., a Florida Limited Partnership;
2. Affidavit of Capital Contributions; and
3. Designation and Acceptance of Registered Agent.

Also enclosed please find a check in the amount of \$156.80, representing the filing fee, including designation of registered agent fee, in the amount of \$104.30 and \$52.50 for a certified copy. Please send the certified copy along with the letter of acknowledgment to the above address.

If you have any questions, please call me. Thank you for your cooperation.

VERY TRULY YOURS

*Michael Heidt*

MICHAEL HEIDT, ESQ.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 26 PM 4:08



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 17, 1999

MICHAEL HEIDT, ESQ.  
MICHAEL P. GABLE  
4000 HOLLYWOOD BLVD., SUITE 735 SOUTH  
HOLLYWOOD, FL 33021-6744

SUBJECT: CONSULTING AND MANAGEMENT, LTD.  
Ref. Number: W99000006481

We have received your document for CONSULTING AND MANAGEMENT, LTD. and your check(s) totaling \$156.80. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

According to our records, the General Partner MENWIL OVERSEAS, LTD. is not authorized to do business in the state of Florida. All entities serving as a General Partner for a Limited Partnership, must have an active registration with this office. Please complete the enclosed application, and submit along with the corrected Certificate of Limited Partnership.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 399A00013129

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
EXXTRAORDINARY CONSULTING AND MANAGEMENT, LTD.  
a Florida limited partnership**

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is EXXTRAORDINARY CONSULTING AND MANAGEMENT, LTD.

2. The address of the office of the Partnership is 132 Minorca Avenue, Coral Gables, Florida 33134.

3. The name and address of the agent for service of process on the Partnership are Michael Heidt, 4000 Hollywood Blvd., Suite 735 South, Hollywood, Florida 33021.

4. The names and business addresses of the general partners are Belquiz, Inc., 2000 Island Blvd., Suite 3007, Aventura, Florida 33160 and Menwil Overseas, Limited, The Lake Building, Suite 120, Wickhams Cay One, Roadtown Tortola, BVI. <sup>899-17961</sup> ~~899-1521~~

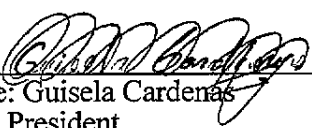
5. The mailing address of the Partnership is 132 Minorca Avenue, Coral Gables, Florida.

6. The latest date upon which the Partnership shall dissolve is December 31, 2030.


The execution of this certificate by the undersigned General Partners 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 on behalf of the General Partners of Exxtraordinary Consulting and Management, Ltd. this 19<sup>th</sup> day of March, 1999.

GENERAL PARTNERS:  
BELQUIZ, INC.

By:   
Name: Guisela Cardenas  
Title: President

MENWIL OVERSEAS, LIMITED

By:   
Name: Armando Casciati  
Title: President

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### **DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statute Chapter 620, the below limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

The name of the limited partnership is Exxtraordinary Consulting and Management, Ltd. The name of the Registered Agent is Michael Heidt. The address of the Registered Agent/Registered Office is 4000 Hollywood Blvd., Suite 735 South Hollywood, Florida 33021.

### **ACCEPTANCE**

Having been named as registered Agent and designated to accept service of process for the above limited partnership, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.



MICHAEL HEIDT

Date: 3/19/99

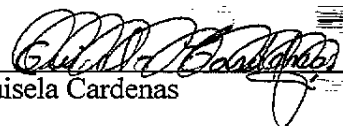
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

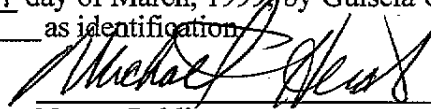
BEFORE ME, the undersigned authority, personally appeared Guisela Cardenas, President of Belquiz, Inc., a general partner of EXXTRAORDINARY CONSULTING AND MANAGEMENT, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Nine Thousand Nine Hundred and 00/100 (\$9,900.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

  
\_\_\_\_\_  
Guisela Cardenas

Sworn to and subscribed before me this 19<sup>th</sup> day of March, 1999, by Guisela Cardenas who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
Printed Name of Notary Public

