



THE UNITED STATES
CORPORATION
COMPANY

A99000000522

ACCOUNT NO. : 072100000032

REFERENCE : 189479 7135588

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 140.00 FILE SECOND

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 31 PM 4:19

ORDER DATE : March 31, 1999

ORDER TIME : 10:25 AM

ORDER NO. : 189479-010

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

200002825342--3

DOMESTIC FILING

NAME: ESOR ENTERPRISES, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
99 MAR 31 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
1414

BK
3/31/99

*
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ESOR ENTERPRISES, LTD.

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The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is ESOR ENTERPRISES, LTD.
2. The address of the office of the Partnership is 16 Island Avenue, #4D, Miami Beach, Florida 33139.
3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

4. The name and business address of the corporate General Partner is as follows:

ECL, INC.,
a Florida corporation
16 Island Avenue, #4D
Miami Beach, Florida 33139

P99000029728

5. The mailing address of the Partnership is: 16 Island Avenue, #4D, Miami Beach, Florida 33139.

6. The latest date upon which the Partnership shall dissolve is March 31, 2035.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) CHARLOTTE ROSE, as President of ECL, INC., a Florida corporation, as the General Partner of ESOR ENTERPRISES, LTD. or (b) an authorized corporate officer, of ECL, INC., a Florida corporation, as General Partner of ESOR ENTERPRISES, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of ESOR ENTERPRISES, LTD. this 30th day of March, 1999.

GENERAL PARTNER

ECL, INC., a Florida corporation

By: Charlotte Rose
CHARLOTTE ROSE, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ESOR ENTERPRISES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: Nicholas M. Daniels
NICHOLAS M. DANIELS

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared CHARLOTTE ROSE, as President of ESOR ENTERPRISES, LTD., a Florida corporation, which is the General Partner of ECL, INC., a Florida limited partnership, hereinafter referred to as the "Partnership", 16 Island Avenue, #4D, Miami Beach, Florida 33139, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Charlotte Rose	\$ 990.00
16 Island Avenue, #4D	
Miami Beach, Florida 33139	_____
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Charlotte Rose	\$ -0-
16 Island Avenue, #4D	
Miami Beach, Florida 33139	_____
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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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.

GENERAL PARTNER:

ESOR ENTERPRISES, LTD.,
a Florida corporation

By: Charlotte Rose
CHARLOTTE ROSE, President

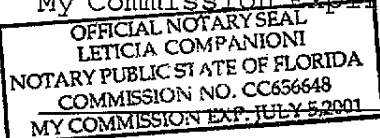
Dated: March 30, 1999

The foregoing instrument was acknowledged before me this 30th day of March, 1999, by CHARLOTTE ROSE, as President of ESOR ENTERPRISES, LTD., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

[Signature]
Notary Public, State of Florida
at Large

Leticia Companioni
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:



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