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SANFORD N. REINHARD, P. A.

ATTORNEY AT LAW
2875 N. E. 191ST STREET
SUITE 404
AVENTURA, FLORIDA 33180

MIAMI
(305) 932-7555
TELECOPIER
(305) 935-5671

July 7, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Betmar Investments, Ltd.

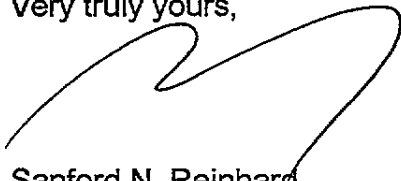
Gentlemen:

We enclose the following:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Check payable to your offices in the amount of \$113.75 which represents the filing fee, request for certified copies of the documents as filed and a certificate of status.

Thank you for your attention in this matter.

Very truly yours,


Sanford N. Reinhard
SNR/hr

99 JUL 27 AM 9:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

cmh
7/28

900002928989--0
-07/27/99--01062--004
***551.25 ***551.25

900002928989--0
-07/12/99--01115--014
***113.75 ***113.75

699-16408



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 1999

SANFORD N. REINHARD, P.A.
ATTORNEY AT LAW
2875 N.E. 191ST STREET STE 404
AVENTURA, FL 33180

SUBJECT: BETMAR INVESTMENTS, LTD.
Ref. Number: W99000016408

We have received your document for BETMAR INVESTMENTS, LTD. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$551.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 799A00036656

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SECRETARY OF STATE
JUL 27 1999
AM 9:59

*CFAM
TUE ME
IMP
TODAY!*

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BETMAR INVESTMENTS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is BETMAR INVESTMENTS, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is 5000 North Bay Road, Miami Beach, Florida 33140.

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is MARVIN COOPER, 5000 North Bay Road, Miami Beach, Florida 33140.

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SECRETARY OF STATE
99 JUL 27 AM 9:59

**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

B&M MANAGEMENT COMPANY, INC.
5000 North Bay Road
Miami Beach, FL 33140

369322

**SECTION 6
MAILING ADDRESS**

The mailing address for the limited partnership is 5000 North Bay Road, Miami Beach, Florida 33140.

**SECTION 7
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2030.

Executed this 6 day of July 1999.

FILED
99 JUL 27 9:59
CLERK OF DISTRICT COURT
MIAMI

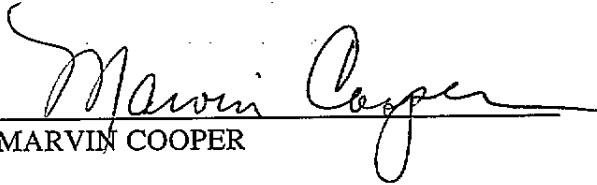
B&M MANAGEMENT COMPANY, INC., a
Florida corporation, as sole General Partner

By: Marvin Cooper
MARVIN COOPER President

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for BETMAR INVESTMENTS, LTD., at the place designated in the Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: July 6th, 1999


MARVIN COOPER

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SECRETARY OF STATE
99 JUL 27 AM 9:59

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, a notary public for the above-described State, came MARVIN COOPER, as President of B&M MANAGEMENT COMPANY, INC., a Florida corporation and general partner of BETMAR INVESTMENTS, LTD., on behalf of B&M MANAGEMENT COMPANY, INC., and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of BETMAR INVESTMENTS, LTD. to the capital of that limited partnership are \$10.00.

2. The anticipated contributions of limited partners of BETMAR INVESTMENTS, LTD. to the capital of that limited partnership are \$ 950,000.00.

B&M MANAGEMENT COMPANY, INC.,
a Florida corporation, as sole General
Partner

By: *Marvin Cooper*
MARVIN COOPER, President

Sworn to and subscribed before me, this 6th day July, 1999, by MARVIN COOPER, President, who is personally known to me or produced _____ as identification.

Notary Public
State of Florida at Large

My commission expires:

