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HENRY ESTEVA
(1918-1998)

July 15, 1999

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: GMB Global Enterprises, Ltd.
File No. F 354 G

Gentlemen:

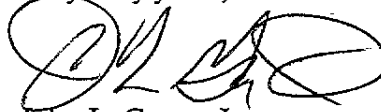
Please find enclosed original Certificate of Limited Partnership for the above-named limited partnership, along with an original Affidavit of Capital Contributions. In addition, a check in the sum of \$140.00 is enclosed which represents the following fees:

Filing Fee	\$ 52.50
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	<u>\$ 140.00</u>

Please file the enclosed Certificate of Limited Partnership and Affidavit of Capital Contributions and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


John L. Green, Jr.

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****140.00 ****140.00

JLG:ekg
Encs.

cc: George D. Foster, M.D.

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W99-17045
ALI



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

JOHN L. GREEN, JR.
3637 FOURTH STREET NORTH
SUITE 410
ST. PETERSBURG, FL 33704

SUBJECT: GMB GLOBAL ENTERPRISES, LTD.
Ref. Number: W99000017045

We have received your document for GMB GLOBAL ENTERPRISES, LTD. and your check(s) totaling \$140.00. 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.

The registered agent must sign accepting the designation.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 899A00037833

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HENRY ESTEVA
(1918-1998)

August 12, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: GMB Global Enterprises, Ltd.
Your Reference No. W 99000017045
Our File: F 354 G

Gentlemen:

In regard to the above-captioned limited partnership, we enclose herewith the following:

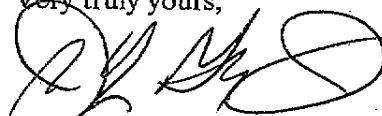
1. Copy of your letter dated July 27, 1999;
2. Certificate of Limited Partnership to which is attached the Acceptance of Appointment as Registered Agent; and
3. Affidavit of Contributions.

We call your attention to the fact that GMB Global Enterprises, Inc. is the General Partner of the limited partnership, and consents to the use of the name GMB Global Enterprises, Ltd.

We request that you file the enclosed Certificate of Limited Partnership and Affidavit of Contributions and return a certified copy to the undersigned.

Thank you for your assistance herewith.

Very truly yours,



John L. Green, Jr.

JLG:ekg
Encs.

cc: George D. Foster, M.D.

jlg\354\corp2.ltr

CERTIFICATE OF LIMITED PARTNERSHIP OF

GMB GLOBAL ENTERPRISES, LTD.,

a Florida limited partnership

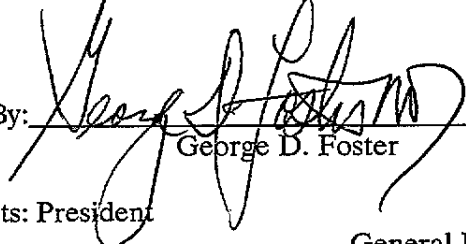
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is GMB GLOBAL ENTERPRISES, LTD.
2. The address of the office of the Partnership is 1665 Ocean View Drive, Tierra Verde, Florida 33715.
3. The name and address of the agent for service of process on the Partnership are GEORGE D. FOSTER, 1665 Ocean View Drive, Tierra Verde, Florida 33715.
4. The name and business address of the sole general partner are GMB GLOBAL ENTERPRISES, INC., 1665 Ocean View Drive, Tierra Verde, Florida 33715. P9900005933/
5. The mailing address of the Partnership is 1665 Ocean View Drive, Tierra Verde, Florida 33715.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of GMB GLOBAL ENTERPRISES, LTD. this 23 day of June, 1999.

GMB GLOBAL ENTERPRISES, INC.

By: 

George D. Foster

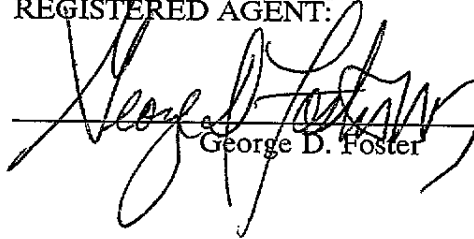
Its: President

General Partner

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:


George D. Foster

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GEORGE D. FOSTER, President of GMB GLOBAL ENTERPRISES, INC., the sole general partner of GMB GLOBAL ENTERPRISES, 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, Three Thousand Nine Hundred Sixty and No/100 Dollars (\$3,960.00).

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.

GMB GLOBAL ENTERPRISES, INC.

By: _____

George D. Foster, President

Applicant

Sworn to (or affirmed) and subscribed before me this 23rd day of June, 1999, by GEORGE D. FOSTER, as President of GMB GLOBAL ENTERPRISES, INC., [who is personally known to me][~~who has produced~~ _____ as identification] (strike one).

Print Name: _____

JOHN L. GREEN, JR.
Notary Public

My Commission expires:

jlgf354\aff.cap

