A990000001390

MMLTD, LTD

70000296804 7--0
-08/24/99--01034--010
****140.00   ****140.00

____	Art of Inc. File_____
✓	LTD Partnership File_____
____	Foreign Corp. File_____
____	L.C. File_____
____	Fictitious Name File_____
____	Trade/Service Mark_____
____	Merger File_____
____	Art. of Amend. File_____
____	RA Resignation_____
____	Dissolution / Withdrawal_____
____	Annual Report / Reinstatement_____
✓	Cert. Copy_____
✓	Photo Copy_____
____	Certificate of Good Standing_____
____	Certificate of Status_____
____	Certificate of Fictitious Name_____
____	Corp Record Search_____
____	Officer Search_____
____	Fictitious Search_____
____	Fictitious Owner Search_____
____	Vehicle Search_____
____	Driving Record_____
____	UCC 1 or 3 File_____
____	UCC 11 Search_____
____	UCC 11 Retrieval_____
____	Courier_____

99 AUG 24 AM 11: 36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 AUG 24 AM 11: 34
RECEIVED

Signature

Requested by: _____

Name   Date 8/24   Time 9:38

Walk-In _____   Will Pick Up _____

CERTIFICATE OF LIMITED PARTNERSHIP
MMLTD, LTD.

The undersigned, desiring to form a limited partnership, pursuant to the Florida Uniform Limited Partnership Act, hereby swear and certify as follows:

1. The name of the Partnership is MMLTD, Ltd.

2. The business address of the Partnership is 848 Brickell Ave., Suite 200, Miami, Florida 33131.

3. The name and address of the agent for service of process required to be maintained pursuant to the Florida Statutes is Arthur J. Berk, Suite 200, 848 Brickell Ave., Miami, Florida 33131.

4. The names and the business addresses of the General Partners are:

Mirabel Group Corporation P99000061382 848 Brickell Ave., #200
Miami, FL 33131

and

Maricel, Inc. P99000074672 848 Brickell Ave., #200
Miami, FL 33131

5. The mailing address of for the limited partnership is:

Suite 200
848 Brickell Ave.
Miami, Florida 33131

6. The latest date upon which the partnership is to dissolve is December 31, 2020.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 2J day of August, 1999.

Mirabel Group Corporation   and   Maricel, Inc.
a Florida corporation   a Florida corporation

By: _____   By: _____
        President   President

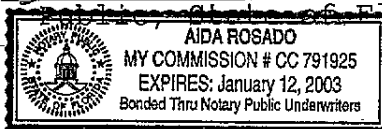STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that before me personally appeared _Bob B. Wyatt_ as president of Mirabel Group Corporation, a Florida corporation, to me well known or who has produced _NIL_ as identification and who did (did not) take an oath, and he acknowledged before me that he executed the foregoing document in such capacity, and the matters contained therein are true and correct.

WITNESS my hand and seal in the State and County last aforesaid this 23 day of August, 1999.

Aida Rosado
Public, State of Florida

My commission expires:

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that before me personally appeared _Leonardo Mateu_ as president of Maricel, Inc., a Florida corporation, to me well known or who has produced _NIL_ as identification and who did (did not) take an oath, and he acknowledged before me that he executed the foregoing document in such capacity, and the matters contained therein are true and correct.

WITNESS my hand and seal in the State and County last aforesaid this 23 day of August, 1999.

Aida Rosado
Public, State of Florida

My commission expires:

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF DADE

Before me the undersigned authority, personally appeared
BOB HEYAT as president of Mirabel Group Corporation,
and _LEONARDO MATEU_ as president of Maricel, Inc., both
Florida corporation, who being duly sworn , depose and say:

1.   Such corporations are the only General Partners of
MMLTD, Ltd., a Florida Limited Partnership.

2.   The amount of the capital contributions of the Limited
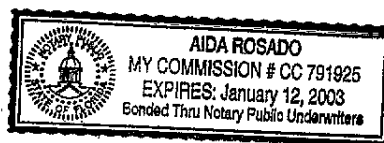Partners of said Partnership total $5,000.00.

3.   It is not anticipated that the limited partners will
contribute any additional sums.

_____
                                    Name

_____
                                    Name

SWORN TO AND SUBSCRIBED before me this __ day of August, 1999.

_____
Notary Public State of Florida
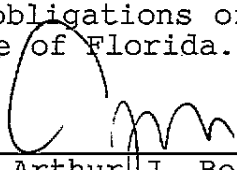
My commission expires:_____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MM.TD. Ltd. at the place designated in the Limited Partnership Agreement, I am familiar with and accept the obligations of the position pursuant to the Statutes of the State of Florida.

_____
Arthur J. Berk

_____
8/23/99
Date