



THE UNITED STATES
CORPORATION
COMPANY

A99000001649

ACCOUNT NO. : 072100000032

REFERENCE : 402524 7130679

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 7, 1999

ORDER TIME : 11:56 AM

ORDER NO. : 402524-010

CUSTOMER NO: 7130679

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-10/07/99-01085-018
****188.25 *****87.50

CUSTOMER: Keith Stolzenberg, Esq
STOLZENBERG, GELLE & ZILBER,
STOLZENBERG, GELLE & ZILBER,
Suite 210
2950 Sw 27th Avenue
Miami, FL 33133

DOMESTIC FILING

NAME: CASA NUEVA COMMUNICATIONS,
LTD.

****FILE 2ND****

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 5:19

RECEIVED
99 OCT -7 PM 1:35
DEFINITION OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3K 10/7/99

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CASA NUEVA COMMUNICATIONS, LTD.
a Florida limited partnership**

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

1. The name of the Partnership is CASA NUEVA COMMUNICATIONS, LTD.

2. The address of the office of the Partnership is 600 Conde Avenue, Miami, Florida 33156.

3. The name and address of the agent for service of process on the Partnership are Keith Stolzenberg, c/o Stolzenberg, Gelles & Zilber, P.A., 2950 S.W. 27th Avenue, Suite 210, Miami, Florida 33133.

4. The name and business address of the sole general partner are Casa Nueva Consulting, Inc., 600 Conde Avenue, Miami, Florida 33156.

5. The mailing address of the Partnership is 600 Conde Avenue, Miami, Florida 33156.

6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

Under penalties of perjury the undersigned declares that I(we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6 day of October 1999.

GENERAL PARTNER:

CASA NUEVA CONSULTING, INC.

By: 

Sydney Neuhaus, President

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99 OCT 15 PM 5:19

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 5:19

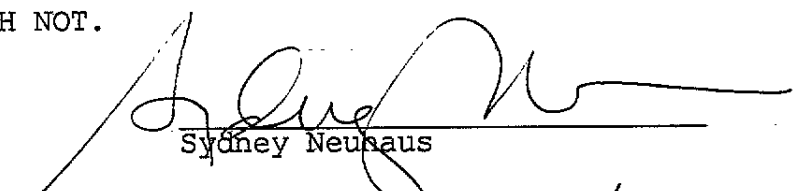
BEFORE ME, the undersigned authority, personally appeared Sydney Neuhaus, as President of CASA NUEVA CONSULTING, INC., the sole general partner of CASA NUEVA COMMUNICATIONS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Hundred Ninety Eight Dollars and No/100 (\$198.00).

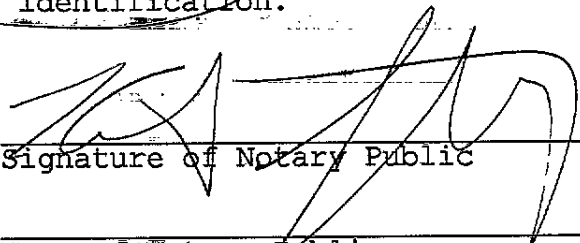
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

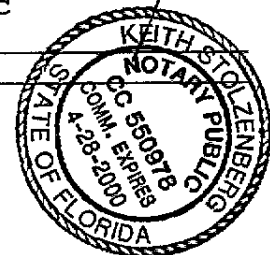
FURTHER AFFIANT SAYETH NOT.


Sydney Neuhaus

Sworn to and subscribed before me this October 6, 1999, by Sydney Neuhaus, who is personally known to me or has produced as identification.


Signature of Notary Public

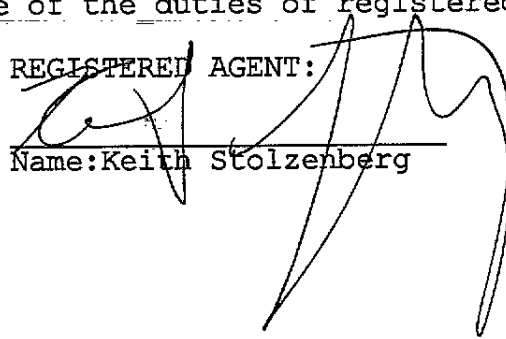
Name of Notary Public
Commission No.
Commission Exp.



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for CASA DE VIVA COMMUNICATIONS, 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:


Name: Keith Stolzenberg

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 20 10 58 AM '99