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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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October 14, 1999

FACSIMILE
(305) 858-4777

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

500003017435--8-
-10/18/99--01117--011
***1837.50 ***1837.50

Re: LCME ENTERPRISES LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Certificate of Limited Partnership for the above-captioned entity along with a check in the amount of \$1,837.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

ALY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LCME ENTERPRISES LIMITED PARTNERSHIP**

The undersigned, pursuant to the provisions of Section 620.8902 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. CONVERSION STATEMENT.

This limited partnership has been converted from a general partnership, and is for all purposes the same entity that existed before the conversion.

2. FORMER NAME.

The former name of this limited partnership was:

LCME Enterprises, a Florida general partnership created on August 9, 1999 (the "General Partnership").

3. STATEMENT OF APPROVAL.

The conversion of the General Partnership to this limited partnership was unanimously approved by all of the partners of the General Partnership, pursuant to F.S. §620.8902(3)(c).

4. CURRENT NAME.

The name of the limited partnership is:

LCME Enterprises Limited Partnership (the "Partnership")

5. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

Craig Edward Stein, Esq.
1164-B Normandy Drive
Miami Beach, Florida 33141

99 OCT 18 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

6. GENERAL PARTNER.

The name and business address of the general partner is as follows:

LCME Enterprises, Inc., a Florida corporation **799000070138**
1164-B Normandy Drive
Miami Beach, Florida 33141

7. ADDRESS.

The principal business and mailing address for the Partnership is as follows:

1164-B Normandy Drive
Miami Beach, Florida 33141

8. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2040.

9. CONVERSION DATE.

The conversion of the General Partnership to the Partnership shall be effective as of the date this Certificate is filed by the Florida Department of State.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this 10 day of September, 1999.

October

LCME ENTERPRISES, INC.
General Partner

By: _____

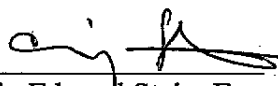
Craig Edward Stein
Craig Edward Stein,
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for LCME Enterprises Limited Partnership, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 10 day of ~~September~~^{October}, 1999.


Craig Edward Stein, Esq.

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SECRETARY OF STATE
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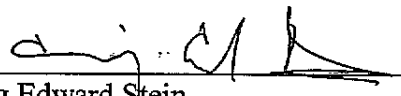
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of LCME Limited Partnership, being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of Nine Hundred Thirteen Thousand Dollars (\$913,000), with no further capital contributions anticipated.

LCME ENTERPRISES, INC.
General Partner

By: _____


Craig Edward Stein
President

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SECRETARY OF STATE
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99 OCT 18 PM 2:00