

A00000001562

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400003424084--2
-10/13/00--01039--024
*****37.50 *****37.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Houston wireless Partners, Ltd. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
00 OCT 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
<input checked="" type="checkbox"/> Limited Partnership	
Reinstatement	
Trademark	
Other	

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00 OCT 13 AM 11:23
DIVISION OF CORPORATION

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP OF HOUSTON WIRELESS PARTNERS, LTD., a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1993), hereby states:

ARTICLE 1-NAME

The name of the Partnership is **HOUSTON WIRELESS PARTNERS, LTD.**

ARTICLE 2-OFFICE ADDRESS

The address of the office of the Partnership is 11000 Prosperity Farms Road, Suite 201, Palm Beach, Florida 33410.

ARTICLE 3-MAILING ADDRESS

The mailing address of the Partnership is the same.

ARTICLE 4-GENERAL PARTNER

The name and business address of the sole general partner is Houston Funding Corp., a Florida corporation, 11000 Prosperity Farms Road, Suite 201, Palm Beach, Florida 33410.

ARTICLE 5-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Partnership is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Partnership is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 6-DISSOLUTION

The latest date upon which the Partnership shall dissolve is twenty years from the date of filing of this Certificate of Limited Partnership with the Florida Secretary of State.



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

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TALLAHASSEE, FLORIDA

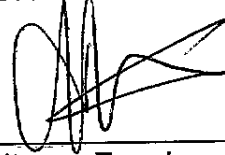
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The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of HOUSTON WIRELESS PARTNERS, LTD. this 28 September 2000.

GENERAL PARTNER:

HOUSTON FUNDING CORP.



Natalia Utrera, Esquire
Authorized Agent and Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for HOUSTON WIRELESS PARTNERS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, We 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. Spiegel & Utrera, P.A., having a business office identical with the registered office of the Partnership name above, and having been designated as the Registered Agent in the above and foregoing Certificate of Limited Partnership, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Spiegel & Utrera, P.A.

By: _____

Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

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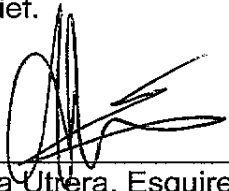
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, personally appeared Natalia Utrera, Authorized Agent and Attorney at Law of HOUSTON FUNDING CORP., the general partner of HOUSTON WIRELESS PARTNERS, 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 Thousand and No/100 (\$1,000) Dollars.
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.



Natalia Utrera, Esquire

Dated this 28 September 2000

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Natalia Utrera, known to me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Authorized Agent and Attorney at Law of HOUSTON FUNDING CORP., sole General Partner of HOUSTON WIRELESS PARTNERS, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 28 September 2000.



Notary Public, State of Florida at Large

(SEAL)  Elsie Sanchez
Commission # CC 741325
Expires June 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

