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LAW OFFICE
MOSIER AND SCHNEIDER, P.A.

100 NORTH HIGGINS PARKWAY
505 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33411
(407) 833-1000 • (407) 833-1000

EDWARD W. MOSIER
(407) 833-1000
ESTHER MOSIER W. SCHNEIDER
(407) 833-1000
GEORGE A. SCHNEIDER
(407) 833-1000
JOHN C. SCHNEIDER

July 16, 1996

Re: Medical Leasing Corp.
Ultra Tech Leasing Partnership, Ltd.

Limited Partnership Section
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express

100001800791
-07/22/96--01084--003
+++1885.00 +++1885.00

Gentlemen:

100001800791
-07/22/96--01084--004
++++35.00 +++++35.00

The above-described names for a corporation and a limited partnership have been cleared with your office by telephone.

We have enclosed the following documents for the formation of the corporation and limited partnership:

1. Articles of Incorporation (two duplicate originals) with acceptance of Registered Agent attached;
2. Draft for \$70.00 (the filing fee);
3. Certificate of Limited Partnership (two duplicate originals) with acceptance of Registered Agent attached;
4. Draft for \$35.00 (the Registered Agent fee) and \$1,085.00 (the filing fee); and
5. Self-addressed return envelope.

PLEASE FILE THE ARTICLES OF INCORPORATION FIRST, AND IMMEDIATELY THEREAFTER, FILE THE CERTIFICATE OF LIMITED PARTNERSHIP.

PLEASE CALL ME COLLECT AFTER THE TWO FILINGS HAVE BEEN ACCOMPLISHED, AS WE WILL BE SIGNING DOCUMENTS AFTER YOUR CALL.

CITY	_____
STATE	_____
ZIP	_____
DATE	_____
AMOUNT	1120.00
PAID	_____
REFUND	_____

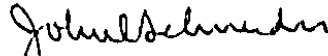
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Page Two
Limited Partnership Section
July 16, 1996

We would appreciate your returning the copies (to be certified by your division) in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,


John C. Schneider

JCS:lmg

Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP OF

ULTRA TECH LEASING PARTNERSHIP, LTD.

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:
ULTRA TECH LEASING PARTNERSHIP, LTD.
2. The address of the office of the Partnership is:
C/O Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, FL 33409
3. The name and address of the agent for service of process on the Partnership are:
Gary B. Sellari, CPA
Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, FL 33409
4. The name and business address of the sole general partner are:
Medical Leasing Corp.
C/O Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, FL 33409
5. The mailing address of the Partnership is:
Divine, Blalock, Martin & Sellari, P.A.
560 Village Boulevard
West Palm Beach, FL 33409

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71377
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09 09 11 11 30

P96000060147

6. The latest date upon which the Partnership shall dissolve is February 21, 2017.

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 ULTRA TECH LEASING PARTNERSHIP, LTD. this 16th day of July, 1996.

GENERAL PARTNER

MEDICAL LEASING CORP.

By: Christine McKenna
Christine M. McKenna, Its
Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for ULTRA TECH LEASING PARTNERSHIP, 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.

Gary B. Sellari
Gary B. Sellari

FILED
JUL 17 1996

ULTRA TECH LEASING PARTNERSHIP, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Christine M. McKenna, Vice President of Medical Leasing Corp., the sole general partner of ULTRA TECH LEASING PARTNERSHIP, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made or to be made by the limited partners is, in the aggregate, One Hundred Fifty-Five Thousand and No/100 (\$155,000.00) 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 ⁵the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER

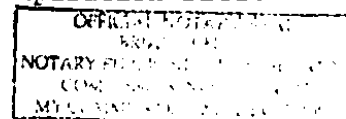
MEDICAL LEASING CORP.

By: Christine M. McKenna
Christine M. McKenna, Its
Vice President

The foregoing instrument was acknowledged before me this 16th day of July, 1996 by Christine M. McKenna, Vice President of Medical Leasing Corp., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Driver License as identification.

(Seal)

Russell H. Head
Notary Public
Commission Expiration Date:



A 96000001350

Ultra Tech Leasing Partnership, Ltd.
Requestor's Name

% Brian Green

2915 Banyon Blvd Cir NW
Address

Boca Raton, FL 33431
City/State/Zip Phone #

400002091514--2
-02/19/97--01018--010
****105.00 ****105.00

Office Use Only

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

- 1 _____ (Corporation Name) _____ (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

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

FILED
FEB 17 1997

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

changing NP
changing name
of NP + address
decreasing contribution
to \$10,000.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

C. TAX FILING 105.00
 FEE _____
 BALANCE DUE _____
 REFUND _____

Examiner's Initials dec



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

ULTRA TECH LEASING PARTNERSHIP, LTD.
% BRIAN SHEEN
2915 BANYON BLVD CIR NW
BOCA RATON, FL 33431

SUBJECT: ULTRA TECH LEASING PARTNERSHIP, LTD.
Ref. Number: A96000001350

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

You failed to include the filing fee for the amendment. We will need \$105.00 to file the amendment because you are changing the name and changing the contributions. That requires \$52.50 for each transaction.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 097A00001357



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 5, 1997

ULTRA TECH LEASING PARTNERSHIP, LTD.
% BRIAN SHEEN
2915 BANYON BLVD CIR NW
BOCA RATON, FL 33431

SUBJECT: ULTRA TECH LEASING PARTNERSHIP, LTD.
Ref. Number: A96000001350

We have received your document for ULTRA TECH LEASING PARTNERSHIP, LTD. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

In our letter of January 10th we advised you that we needed a total fee of \$105.00 to file the amendment. You sent the money but did not return the document. Please return the document so that we may file the amendment.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 097A00004929

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Ultra Tech Leasing Partnership Ltd

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 17, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

- 1- Changing the name of partnership to Worldwide Communications and Media Associates Ltd. (WCMA Ltd)
- 2- Changing the general partner to Brian Sheen
- 3- Changing capital contribution to \$10,000
- 4- Changing address for mailing to 2915 Banyan Blvd Cir NW Boca Raton, Florida
- 5- Changing all articles of partnership in accordance with WCMA Ltd agreement

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Doug Heller (for corporate G.P.)

Signature(s) of new general partner(s), if applicable:

Brian Sheen

