

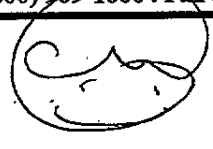
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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN PICK UP 10/2/97



CERTIFIED COPY CUS

PHOTO COPY FILING Ltd.

1.) Totv Operations Group, Ltd. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

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10.) (CORPORATE NAME & DOCUMENT #)

S. TAX	52.50
FILING	35.00
R. AGENT FEE	51.50
S. COPY	140.00
TOTAL	
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BALANCE DUE	
REFUND	

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SPECIAL INSTRUCTIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TQTV OPERATIONS GROUP, LTD.

THE UNDERSIGNED, desiring to form the Limited Partnership of TQTV OPERATIONS GROUP, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopt, file, swear to and certify this Certificate:

1. Name. The name of the Partnership is TQTV OPERATIONS GROUP, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership referred to in Section 620.105, Florida Statutes, is located at and its mailing address is 7380 Sand Lake Road, Orlando, Florida 32819.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Karl J. Kaiser at 3280 Sand Lake Road, Orlando, Florida 32819.

4. Name and Business Address of the Partners. The names and business addresses of the Partners, General and Limited respectively, are as follows:

General Partner:

TQUEST ORLANDO, INC.
7380 Sand Lake Road
Orlando, FL 32819

Limited Partners:

Karl J. Kaiser
1086 Cavern Drive
Apopka, FL 32712

Gregg M. Yawman
9220 Sable Palm Circle
Windermere, FL 34784

Gary D. Marrs
604 North Herchel Drive
Temple Terrace, FL 33617

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5. Term of the Partnership. The Partnership shall commence on October 2, 1997, and continue in existence until December 31, 2037, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

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IN WITNESS WHEREOF, the parties hereby have sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 1st day of October, 1997.

GENERAL PARTNER

Karl J. Kaiser

Karl J. Kaiser, as President of
TQUEST ORLANDO, INC.

Attest:

Gary D. Marrs

Gary D. Marrs, Secretary
of TQUEST ORLANDO, INC.

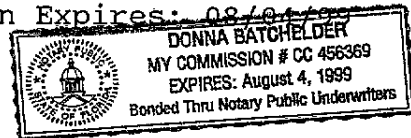
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STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by KARL J. KAISER, as President of TQUEST ORLANDO, INC., the General Partner of TQTV OPERATIONS GROUP, LTD. Said person did not take an oath and (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years).

Donna Batchelder

Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99

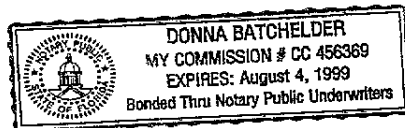


STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30th day of September, 1997, by GARY D. MARRS, as Secretary of TQUEST ORLANDO, INC., the General Partner of TQTV OPERATIONS GROUP, LTD. Said person did not take an oath and (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years).

Donna Batchelder

Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared KARL J. KAISER and GREGG M. YAWMAN, President and Secretary, respectively, of TQUEST ORLANDO, INC., the General Partner for TQTV OPERATIONS GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified on behalf of the General Partners and the Partnership as follows:

1. The amount of the capital contributions made to the Partnership by the limited partners is \$1,000.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

TQTV OPERATIONS GROUP, LTD.

By: Karl J. Kaiser
Karl J. Kaiser, as President of TQUEST ORLANDO, INC., the General Partner of TQTV Operations Group, Ltd.

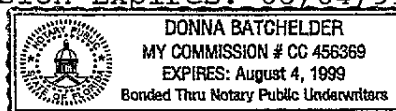
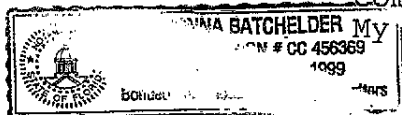
Attest:

Gary D. Marrs
Gary D. Marrs, as Secretary of TQUEST ORLANDO, INC., the General Partner of TQTV Operations Group, Ltd.

STATE OF FLORIDA
COUNTY OF SEMINOLE

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Donna Batchelder
Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
Commission Expires: 08/04/99




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Print Name: Donna Batchelder
Notary Public - State of Florida
Commission Number: CC 456369
My Commission Expires: 08/04/99



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

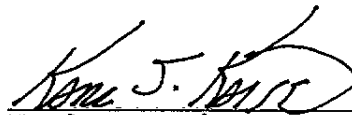
In compliance with Section 620.192, Florida Statutes, the following is submitted:

TQTV OPERATIONS GROUP, LTD, a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 7380 Sand Lake Road, Orlando, Florida 32819, has named and designated Karl J. Kaiser as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30th day of September, 1997.



Karl J. Kaiser, Registered Agent

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