

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A97000002371

Last Chance Finance,
 LTD.

FILED
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 97 OCT 30 PM 3:36

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File 100002336691--6
 -11/03/97--01141--006
 ***1750.00 ***1750.00
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File 100002336691--6
 -11/03/97--01141--007
- Art. of Amend. File *****35.00 *****35.00
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
 97 OCT 30 AM 9:53
 DIVISION OF CORPORATIONS

G. TAX FILING
 R. AGENT FEE 1750
 C. COPY 35
 TOTAL 1785
 N. BANK BALANCE DUE
 REFUND

WPK
 10/30/97

Signature _____

Requested by: LS 10/30 9:28
 Name Date Time

Walk-In _____ Will Pick Up _____

CERTIFICATE OF LIMITED PARTNERSHIP OF
LAST CHANCE FINANCE, LTD.,
a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 3:26

The undersigned sole General Partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, hereby states:

1. The name of the Partnership is LAST CHANCE FINANCE, LTD.
2. The mailing address and address of the principal place of business of the Partnership are: 4101- 66th Street North, St. Petersburg, Florida 33709.
3. The name and address of the agent for service of process on the Partnership are:

John D. Thatch
4101- 66th Street North
St. Petersburg, Florida 33709

4. The name and business address of the sole General Partner are:

Last Chance Finance, Inc.
4101- 66th Street North
St. Petersburg, Florida 33709

P94000073807

5. The latest date upon which the Partnership shall dissolve is December 31, 2037.

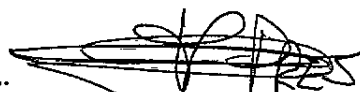
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Last Chance Finance, Ltd., this 29th day of October, 1997.

GENERAL PARTNER:

BY: Last Chance Finance, Inc.,
a Florida corporation

By: _____

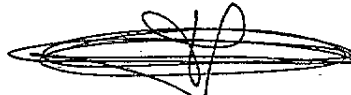

John D. Thatch, President

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.061, Last Chance Finance, Ltd., desiring to organize under the laws of the State of Florida, hereby designates John D. Thatch, located 4101- 66th Street North, St. Petersburg, Florida 33709, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.061 relative to maintaining an office for the service of process.



John D. Thatch

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10/22/97 11:26 AM (d-1)

FILED OF STATE
SECRETARY OF CORPORATIONS
97 OCT 23
DIVISION OF CORPORATIONS
PM 3:36

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 3:36

BEFORE ME, the undersigned authority personally appeared JOHN D. THATCH, as President of LAST CHANCE FINANCE, INC., a Florida corporation, as the sole general partner of LAST CHANCE FINANCE, LTD., a Florida limited partnership, who upon being duly sworn, certified as follows:

1. The amount of current and anticipated capital contributions made by the limited partners to the Partnership, in the aggregate, is Five Hundred Thousand Dollars (\$ 500,000.00).

2. Except as set forth in paragraph 1, it is not anticipated that additional capital contributions will be made by the limited partners.

LAST CHANCE FINANCE, INC.,
a Florida corporation

By: [Signature]
John D. Thatch, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 29th day of October, 1997, by John D. Thatch, as President of Last Chance Finance, Inc., the sole general partner of Last Chance Finance, Ltd., a Florida limited partnership. Said individual is personally known to me; or has produced FL DRIVERS LICENSE (type of identification) as identification.

[Signature]
(Signature of Notary Public)

Tami LEE MEAGHER
(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number

0141706.01
10/22/97 11:27 AM (d-1)



Tami Lee Meagher
MY COMMISSION # CC554511 EXPIRES
May 13, 2000
BONDED THRU TROY FAIR INSURANCE, INC.