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9/10/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000016878 4))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4003
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: MILLENNIUM OPTIONS, LTD.
AUDIT NUMBER.....H98000016878
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MILLENNIUM OPTIONS, LTD.
REF: W98000020678

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please delete article VI from the document. A limited partnership does not have members, only general partners and limited partners.,

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 (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H98000016878
Letter Number: 498A00046065

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#A8000016878
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MILLENNIUM OPTIONS, LTD.

I, HAGUY SHECHTER, as a member of Shechter Asset Management, L.L.C., a Florida limited liability company, the undersigned general partner of MILLENNIUM OPTIONS, LTD., does execute this Certificate of Limited Partnership, under and pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, does hereby certify, state and declare as follows:

ARTICLE I

The name of the limited partnership shall be MILLENNIUM OPTIONS, LTD. (the "Limited Partnership").

ARTICLE II

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 433 Plaza Real, Suite 365, Boca Raton, Florida 33432.

ARTICLE III

The street address of the initial registered agent of the Limited Partnership is 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the initial registered agent of the Limited Partnership at that address is B & C Corporate Services, Inc.

ARTICLE IV

The name and address of the General Partner of the Limited Partnership is Shechter Asset Management, L.L.C., 433 Plaza Real, Suite 365, Boca Raton, Florida 33432. L98-1795

ARTICLE V

The Limited Partnership shall commence on the earlier of September 4, 1998 or upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The latest date upon which the Limited Partnership is to be dissolved is September 4, 2013, unless extended in writing as provided in the Agreement of Limited Partnership of the Limited Partnership.

THIS DOCUMENT PREPARED BY:
LINDA C. FRAZIER, ESQUIRE
Florida Bar Number 0990035
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

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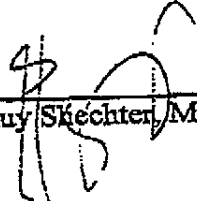
Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 9th day of September, 1998.

GENERAL PARTNER:

SHECHTER ASSET MANAGEMENT, L.L.C.,
a Florida limited liability company

By:


Haguy Shechter, Member

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I, hereby accept the appointment as registered agent contained in the foregoing Certificate of Limited Partnership and state that I am familiar with and accept the obligations of Section 620.105 of the Revised Uniform Limited Partnership Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR

MILLENNIUM OPTIONS, LTD.

BEFORE ME, the undersigned, personally appeared Haguy Shechter, as a member of Shechter Asset Management, L.L.C., a Florida limited liability company, the general partner of MILLENNIUM OPTIONS, LTD., a Florida limited partnership (the "Partnership"), who, upon being duly sworn, did certify as follows:

The amount of capital contribution of the Limited Partner is \$7,500. No additional Limited Partner contributions are anticipated.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

Dated this 9th day of September, 1998.

GENERAL PARTNER:

SHECHTER ASSET MANAGEMENT, L.L.C., a Florida limited liability company

By: [Signature] Haguy Shechter, Member

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STATE OF FLORIDA))SS: COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of September, 1998 by Haguy Shechter, as a member of Shechter Asset Management, L.L.C., a Florida limited liability company, the general partner of Millennium Options, Ltd., on behalf of the company. He is either personally known to me or has produced FL # 5286-320-74-379-0 as identification.

[Signature] Patricia M Jones Signature of Notary Public



PATRICIA M. JONES My Commission OC488573 Expires Jan. 08, 1998 Bonded by ANS 200-662-6878

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