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FLORIDA LIMITED PARTNERSHIP
HENNING/TRION WORLD SAVINGS VENTURE, LTD.

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NO.216 P.2/4

Audit No.: H99000020922

**CERTIFICATE OF LIMITED PARTNERSHIP OF
HENNING/TRION WORLD SAVINGS VENTURE, LTD.
a Florida limited partnership**

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Section 620.108 of the Florida Statutes, hereby states the following

1. The name of the Partnership is Henning/Trion World Savings Venture, Ltd.
2. The address of the office of the Partnership is 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, Florida 33309.
3. The name and address of the Agent for service of process on the Partnership is Michael S. Ross, Esq. at Greenspoon, Marder, Hirschfeld, Raffkin Ross & Berger, P.A., 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.
4. The name and business address of the sole General Partner is as follows:

P94-7037
Trion Ventures VII, Inc.
5310 N.W. 33rd Avenue, Suite 219
Fort Lauderdale, Florida 33309
5. The mailing address of the Partnership is 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, Florida 33309.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.
7. The effective date of this Certificate of Limited Partnership shall be upon its filing with the State of Florida, Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

The execution of this Certificate by the undersigned General Partner

Michael S. Ross, Esq.
Greenspoon, Marder et al.
100 W. Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
954-491-1120
Fla Bar. #264997

Audit No. H99000020922

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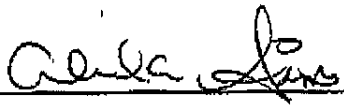
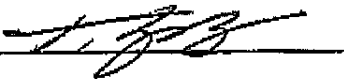
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constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Henning/Trion World Savings Venture, Ltd. on this 19 day of August, 1999.

WITNESSES:

GENERAL PARTNER:

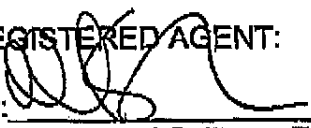
TRION VENTURES VII, INC.,
a Florida corporation

By: 
Kenneth T. Barber, President

ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for , a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

By: 
Michael S. Ross, Esq.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared , constituting all of the general partners of , a Florida limited partnership, hereinafter referred to as the "Partnership. The undersigned, who upon being duly sworn, certify the following:

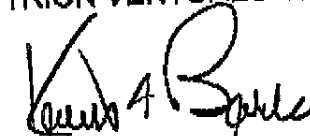
1. The amount of capital contributions to the Partnership made by the limited partners is: \$100.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$0.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER

TRION VENTURES VII, INC.



Kenneth T. Barber, President

Date: AUGUST 19 1999