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Craig D. Olmstead
Admitted in Alabama and Florida

Rosanne L. Olmstead
Admitted in Florida only

A990000002181

December 15, 1999

The Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

800003075199--5
-12/20/99--01086--006
*******96.25 *****96.25**

Re: TGS Management Services, LTD.

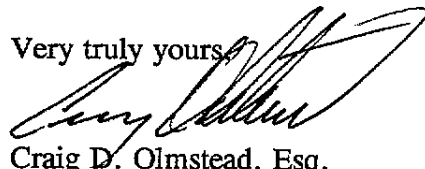
Dear Sir or Madame:

Please file the enclosed Certificate of Limited Partnership of TGS Management Services, LTD. After the filing, please provide us with a Certificate of Good Standing. Also enclosed is our firm's check in the amount of \$96.25 for the following:

\$52.50 filing fee (based on rate of \$7. per \$1000.)
\$35.00 Registered Agent
\$ 8.75 Certificate of Good Standing
\$96.25 TOTAL

Thank you for your assistance in this matter.

Very truly yours,


Craig D. Olmstead, Esq.

CDO/akk
Cc: Vic Barrett
Enclosures w/check

Anna **GAVE**
AUTHORIZATION BY PHONE TO
add street address
DATE 12-22-99
DOC. EXAM. JB

99 DEC 20 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
AND
RECEIVED

12-22-99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TGS MANAGEMENT SERVICES, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certifies and swears in this Certificate of Limited Partnership to the following:

ARTICLE I - NAME.

The name of the limited partnership is:

TGS MANAGEMENT SERVICES, LTD. (the "Partnership")

ARTICLE II - REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

Craig Norwood
1125 Highway 98 East
Destin Florida 32541

ARTICLE III - GENERAL PARTNER.

The name and business address of the General Partner is as follows:

RMV Florida Venture, Inc. ✓ V36689
1125 Highway 98 East
Destin, Florida 32541

ARTICLE IV - MAILING ADDRESS.

street and
The mailing address for the Partnership is as follows:

1125 Highway 98 East, Destin, Florida 32541

APPROVED
AND
FILED
99 DEC 20 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2049

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Pigeon Forge, Tennessee, this 13th day of December, 1999.

RMV Florida Venture, Inc.,
a Florida corporation,
General Partner

By: Michael Roeder
Michael Roeder, President

STATE OF TENNESSEE)
COUNTY OF SEVIER)

The foregoing Certificate of Limited Partnership of TGS Management Services, Ltd. was acknowledged before me this 13th day of December, 1999, by Michael Roeder who is personally known to me and known to me to be the President of RMV Florida Venture, Inc., a Florida corporation, the General Partner of TGS Management Services, Ltd.

L. Gary Perkins
Print Notary Name: L. Gary Perkins
Notary Public State of Tennessee

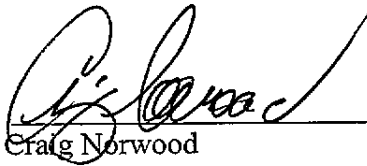
My commission expires: 6-20-2001

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AND
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for TGS MANAGEMENT SERVICES, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 14th day of December, 1999.


Craig Norwood

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF TENNESSEE)

COUNTY OF SEVIER)

Michael Roeder first being duly sworn, deposes and says:

1. I am the President of RMV Florida Venture, Inc., a Florida corporation and the General Partner of TGS Management Services, Ltd., a Florida limited partnership (the "Partnership").
2. The assets contributed to the Partnership by the Limited Partners have an agreed upon fair market value of \$2,500 and the total anticipated value of the capital contributions of the Limited Partners is the same.

RMV Florida Venture, Inc.,
a Florida corporation,
General Partner

By: Michael Roeder
Michael Roeder, President

The foregoing Affidavit was acknowledged before me this 13th day of December, 1999, by Michael Roeder who is personally known to me and known to me to be the President of RMV Florida Venture, Inc., a Florida corporation, the General Partner of TGS Management Services, Ltd.

L. Gary Perkins
Print Notary Name L. Gary Perkins
Notary Public State of Tennessee

My commission expires: 6-20-2001

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99 DEC 20 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA