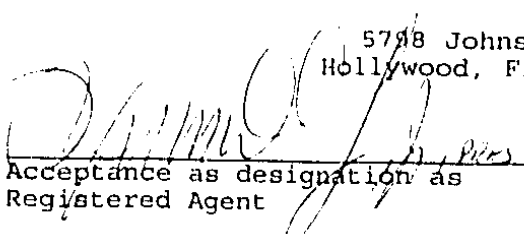


4/13/96

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
NORTHERN ATLANTIC, LTD.

RECEIVED  
JUN 19 1996  
PM 3:16  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE


1. The name of Limited Partnership is:  
NORTHERN ATLANTIC, LTD.
2. The business address of Limited Partnership is  
4747 Hollywood Boulevard, #267  
Hollywood, Florida, 33021
3. The name of Registered Agent is:  
LAW OFFICE OF RUDOLPH M. DI LASCIO, JR., P.A.
4. The mailing address of Registered Agent is:  
5748 Johnson Street  
Hollywood, Florida 33021
5.   
Acceptance as designation as  
Registered Agent
6. The mailing address for the Limited Partnership:  
4747 Hollywood Boulevard, #267  
Hollywood, Florida 33021
7. The latest date upon which the limited partnership is to be dissolved is perpetual.
8. The name and address of the General Partner is:  
PROSERVE INTERNATIONAL, INC.  
4747 Hollywood Boulevard, #267  
Hollywood, Florida 33021

7946000050216

Signed this 13 day of June, 1996.

PROSERVE INTERNATIONAL, INC.

By:

  
RONALD L. SCHMIDT, President  
General Partner of  
NORTHERN ATLANTIC, LTD.

JUN 13 1996  
FBI - MIAMI

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of  
NORTHERN ATLANTIC, LTD. a Florida Limited Partnership, certify:

The amount of capital contribution to date of the limited partner  
is \$7,500.00.

The total amount contributed and anticipated to be contributed by  
the limited partners at this time totals \$7,500.00.

FURTHER YOUR AFFIANT SAYETH NAUGHT.

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

Dated this 13th day of June, 1996.

PROSERVE INTERNATIONAL, INC

By: 

RONALD L. SCHMIDT, President  
General Partner of  
NORTHERN ATLANTIC, LTD.

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-01/14/97--01140--004  
\*\*\*2326.25 \*\*\*1750.00

8:41 AM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -3 PM 3:40

ENTER SELECTION AND CR:

increasing to  
\$400,000.00

C. TAX 1,750.00

REFUND

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of  
NORTHERN ATLANTIC, LTD, a Florida Limited Partnership,  
executed this supplemental affidavit filed pursuant to  
section 620.112, Florida Statutes.

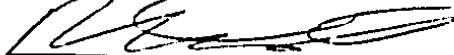
The total amount of the capital contributions of the limited  
partners is \$400,000.

This 9 day of December, 1996.

Further Affiant Sayeth Not.

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

General Partners—



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Fees: \$7 per \$1000, based on the  
additional contributions  
Minimum \$52.50 - Maximum \$1750.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -3 PM 3:40