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TRIPP, SCOTT CONKLIN

No. 9438

P. 1/4

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FAX #:

FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: MIKE GIEHL

PHONE: (954) 525-7500

(954) 761-8475

FAX #

NAME: SEBASTIAN VENTURE, LTD.

AUDIT NUMBER.....H97000017609

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SEBASTIAN VENTURE, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is: Sebastian Venture, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: 75 NE 6th Avenue, #214, Delray Beach, Florida 33483, Attn. Jim Zengage.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Jim Zengage of 75 NE 6th Avenue, #214, Delray Beach, Florida 33483.
4. The name and business address of the General Partner of the Partnership is as follows:

Retail Concepts, Inc.
75 NE 6th Avenue, #214
Delray Beach, Florida 33483
Attn. Jim Zengage

5. A mailing address for the Partnership is as follows:

75 NE 6th Avenue, #214
Delray Beach, Florida 33483
Attn. Jim Zengage

6. The latest date upon which the Partnership is to dissolve is on January 1, 2060, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 15th day of October 1997.

GENERAL PARTNER:


Jim Zengage, President
Retail Concepts, Inc.


Prepared By: Drake M. Barchelder, Esq.
Bar No. 117273
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Sebastian Venture, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


Jim Zengage

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SEBASTIAN VENTURE, LTD.**


BEFORE ME, the undersigned President of the sole General Partner of Sebastian Venture, Ltd., a Florida limited partnership ("Partnership"), certify as follows:

The limited partners' contributions to the Partnership total \$990.00 at this time and it is anticipated that future contributions of limited partners is \$175,000.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

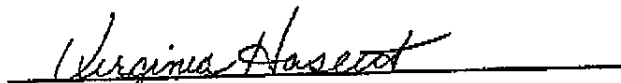
FURTHER AFFIANT SAYETH NOT.

Under the 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.


Jim Zengage, President
Retail Concepts, Inc., General Partner

STATE OF FLORIDA
COUNTY OF Palm Beach

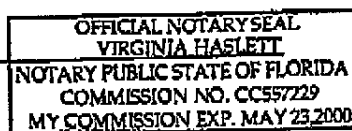
The foregoing instrument was acknowledged before me this 15 day of October, 1997, by Jim Zengage, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida

Name of Acknowledger

Title or Rank

Serial Number, if any



H97000017609