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Craig D. Olmstead
Admitted in Alabama and Florida

Rosanne L. Olmstead
Admitted in Florida only

December 29, 1999

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

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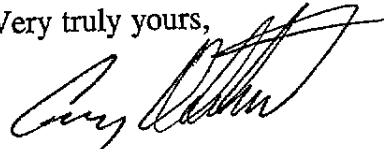
Re: QVX Management Services, LTD.

Dear Sir or Madame:

Please file the enclosed Certificate of Limited Partnership of QVX 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

FILED
99 DEC 30 PM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

QVX 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:

QVX 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.
1125 Highway 98 East
Destin, Florida 32541

V36689

ARTICLE IV - MAILING ADDRESS AND BUSINESS ADDRESS.

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

1125 Highway 98 East, Destin, Florida 32541

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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 28th 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 QVX Management Services, Ltd. was acknowledged before me this 28th 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 QVX Management Services, Ltd.

Linda S Russell

Print Notary Name: LINDA S. RUSSELL

Notary Public State of Tennessee

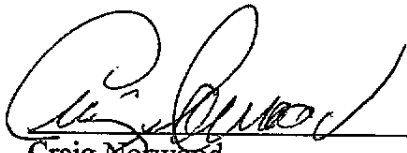
My commission expires: 21 June, 2000

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE BY REGISTERED AGENT

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

Executed this 27th 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 QVX 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

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99 DEC 30 PM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE)

COUNTY OF SEVIER)

The foregoing Affidavit was acknowledged before me this 28th 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 QVX Management Services, Ltd.

Linda S. Russell
Print Notary Name LINDA S. RUSSELL
Notary Public State of Tennessee

My commission expires: 21 June, 2000