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BRIAN R. LOE
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Lake Mary, Florida 32746
Phone (407) 323-6128
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April 24, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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-04/26/00--01052--004
***316.75 ***316.75

TO WHOM IT MAY CONCERN;

Enclosed are the CFG Group LTD, Limited Partnership Agreement and Affidavit of Capital Contributions. I have enclosed a check for \$316.75 payable to the Secretary of State in payment of a \$273.00 filing fee (calculated as \$7.00 per \$100.00 of limited partner contributions), your \$35.00 registered agent designation fee and \$8.75 for return to me of a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Sincerely,

BRIAN R. LOE

BRL/jms
enc: Check & Agreement

FILED
00 APR 26 PM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
5/2

CERTIFICATE OF LIMITED PARTNERSHIP OF CFG GROUP, LTD
a Florida limited partnership

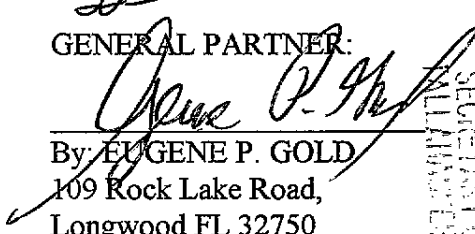
The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is CFG GROUP, LTD.
2. The address of the office of the Partnership is 109 Rock Lake Road, Longwood FL 32750.
3. The name and address of the agent for service of process on the Partnership are BRIAN R. LOE, Attorney at Law, 3074 W. Lake Mary Blvd., #136, Lake Mary FL 32746.
4. The name and business address of the sole general partner are EUGENE P. GOLD, 109 Rock Lake Road, Longwood FL 32750.
5. The mailing address of the Partnership is 109 Rock Lake Road, Longwood FL 32750.
6. The latest date upon which the Partnership shall dissolve is December 31, 2005.

The execution of this certificate by the undersigned General Partner 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 on behalf of the sole General Partner of CFG GROUP, LTD. this ~~17th~~^{22nd} day of December, 1999.

GENERAL PARTNER:


By: EUGENE P. GOLD
109 Rock Lake Road,
Longwood FL 32750

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared EUGENE P. GOLD, CPA, of 109 ROCK LAKE ROAD, LONGWOOD FL 32750, the sole general partner of CFG GROUP, LTD (the "Partnership"), who, upon being duly sworn, certified as follows:

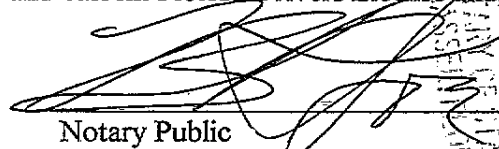
1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Thirty Nine Thousand Forty Five and 99/100 dollars, (\$39,045.99).
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

STATE OF FLORIDA
COUNTY OF SEMINOLE


EUGENE P. GOLD

Sworn to and subscribed before me this 29th day of December, 1999, by EUGENE P. GOLD who provided identification in the form of a valid and current Florida Drivers License and, who did take an oath that the above was true.


Notary Public
State of Florida



Brian R Loe
My Commission GC650284
Expires May 26, 2001

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SEMINOLE COUNTY
TALLAHASSEE, FLORIDA

by this Agreement, their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 17, 1999.

Valerie Timmins
Witness
Valerie Timmins
Witness

Michael Pignaris
Witness
Janina Francisco
Witness

Valerie Timmins
Witness
Valerie Timmins
Witness

Valerie Timmins
Witness
Valerie Timmins
Witness

Chaz S. Francesco
Witness
Jan B. Gooding
Witness

Stephanie Gold
Witness
Valerie Timmins
Witness

Valerie Timmins
Witness
Valerie Timmins
Witness

Stephanie Gold
Witness
Stephanie Gold
Witness

Eugene P. Gold
GENERAL PARTNER
EUGENE P. GOLD

Betty Gold
LIMITED PARTNER
BETTY GOLD

Amanda Singer
LIMITED PARTNER
AMANDA SINGER

Carrie Singer
LIMITED PARTNER
CARRIE SINGER

Art Aglieco
LIMITED PARTNER
ART AGLIECO

Jeffrey Citrin
LIMITED PARTNER
JEFFREY CITRIN

Terry Crater
LIMITED PARTNER
TERRY CRATER

Andrew J. Timmins
LIMITED PARTNER
ANDREW J. TIMMINS

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SECRETARY OF STATE
TAL. ARLISSA J. BENDIS