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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

TELEPHONE (561) 368-5758
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OF COUNSEL
GARY L. BLUM♦

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

May 10, 2000

FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Seven of Five Limited Partnership Agreement

Dear Sir or madam:

Enclosed please find the Limited Partnership Agreement, Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced partnership. I would appreciate your registering the subject partnership and returning a filed copy to my attention. I have also enclosed a check in the amount of \$1,793.75 representing payment of the following:

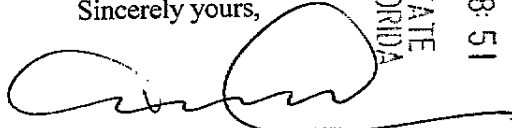
Filing Fees	\$1,750.00
Registered Agent Fees	\$ 35.00
Certificate Fee	\$ 8.75

TOTAL:

\$1,793.75

Thank you for your cooperation and anticipated prompt attention to this matter.

Sincerely yours,


R. Bowen Gillespie, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

1. Seven of Five Limited

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 1451 Cypress Creek Road, Suite 300, Fort Lauderdale, Florida 33309

(Business address of Limited Partnership)

3. Gillespie & Allison, P.A.

(Name of Registered Agent for Service of Process)

4. 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432

(Florida street address for Registered Agent)

5. _____

(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 1451 Cypress Creek Road, Suite 300, Fort Lauderdale, Florida 33309

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: January 1, 2005

8. Name(s) of general partner(s):

Street Address

J.D. Landon, Inc.

1451 Cypress Creek Road, Suite 300
Fort Lauderdale, Florida 33309

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

Signed this 2nd day of May, 2000.

Signature of all general partners:

GENERAL PARTNER


J.D. LANDON, President
J.D. LANDON, INC.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of SEVEN OF FIVE LIMITED, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$400,000.00.

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$400,000.00.

Signed this 2nd day of May, 2000.

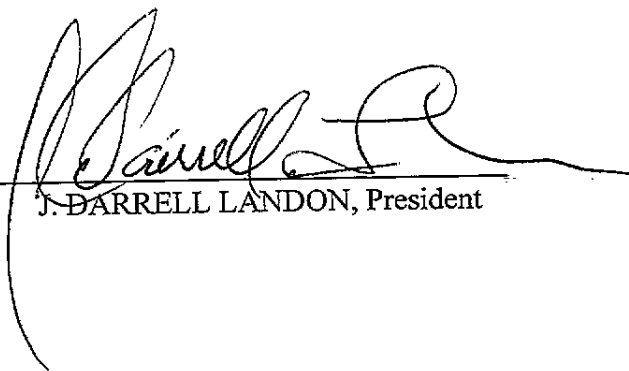
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00 MAY 11 PM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT:

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

J.D. LANDON, INC.
General Partner

By: _____


J. DARRELL LANDON, President