

CORPORATE
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INC.

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236 East 6th Avenue Tallahassee, Florida 32301

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FILING 

1.) Flamingo Venture Fund II, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

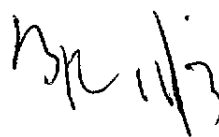
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SPECIAL INSTRUCTIONS

DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLAMINGO VENTURE FUND II, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of FLAMINGO VENTURE FUND II, LTD., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. The name of the Partnership is FLAMINGO VENTURE FUND II, LTD.
2. The address of the office of the Partnership is:

777 Arthur Godfrey Road
2nd Floor
Miami Beach, FL 33134
3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131
4. The name and business address of the General Partner is as follows:

iVest Partners, L.C.
777 Arthur Godfrey Road
2nd Floor
Miami Beach, FL 33134
5. The mailing address of the Partnership is:

777 Arthur Godfrey Road
2nd Floor
Miami Beach, FL 33134
6. The latest date upon which the Partnership will dissolve is December 31, 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of FLAMINGO VENTURE FUND II, LTD. this 30th day of October, 2000.

GENERAL PARTNER:
iVest Partners, L.C.

By: 
Daniel Stauber, Member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for FLAMINGO VENTURE FUND II, LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By: 

John Tober, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Daniel Stauber, as Member of iVest Partners, L.C., the General Partner of FLAMINGO VENTURE FUND II, LTD., a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to date of the Limited Partners is as follows:

\$100.00

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals:

\$10,000,000.00

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:
iVest Partners, L.C.

By: 
Daniel Stauber, Member

Dated: October 30, 2000

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