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January 5, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Certificate of Limited Partnership and Registered Agent Designation of
MINUTECH, LTD. & \$105.00 Filing Fee**

A-1-54

Enclosed is the filing fee of \$105.00, and two Certificates of Limited Partnership and Registered Agent Designations for the above-referenced entity for filing with the Florida Department of State, Division of Corporations. Please mail one certificate marked filed to our office in provided self-addressed stamped envelope.

I appreciate your attention to this matter. Should you have any questions concerning the above, please do not hesitate to call.

Very truly yours,


Brian A. Lebensburger

BAL:tp
Enclosures: as stated.
cc: Gary D. Lipson, Esq.
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SECRETARY OF STATE

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MINUTECH, 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:

1. NAME.

The name of the Limited Partnership is:

MINUTECH, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Gary D. Lipson, Esq.
Muller & Lipson, P.A.
9350 South Dixie Highway, Suite 1550
Miami, Florida 33156

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

MINUTECH, INC.
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

P-1-1081

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

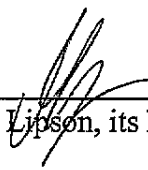
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TALLAHASSEE FLORIDA

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is
December 31, 2099.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of
Limited Partnership to be executed at Miami, Florida, this 5 day of January, 2001.

MINUTECH, INC.
general partner

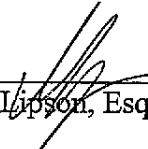
By: 
Gary D. Lipson, its President.

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TALLAHASSEE FLORIDA

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for MINUTECH, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 5 day of January, 2001.



Gary D. Lipson, Esq.

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TALLAHASSEE FLORIDA

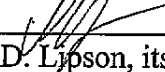
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STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The undersigned General Partner of Minutech, Ltd. (the "Limited Partnership"),
being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership
through this date is \$0 and the anticipated future capital contributions of the limited partners to the
Limited Partnership is \$10,000.

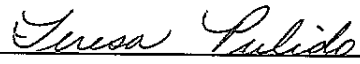
Minutech, Inc.
general partner

By: 
Gary D. Lipson, its President

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was signed before me this 5th day of January, 2001, by
Gary D. Lipson in the capacity indicated. He is personally known to me or has produced a Florida
driver's license as identification.

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE


Name: TERESA PULIDO
Commission No.: CC 759586
Notary Public
State of Florida at Large

My commission expires:

\\Lisa\c\Lisa\Minutech\Certif. of Limited Partnership

