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USA BUSINESS SERVICES, INC.

Etta R. Kohl

3910 Country Club Boulevard
Cape Coral, FL 33904

Phone 941- 549-4322
e-mail ettakohl@aol.com

Fax 941- 549-8984
Cell 941-826-7855

June 28, 2001

Florida Department of State
Division of Corporations
P.O. 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an application for a Limited Partnership for
CapeCoralland.com Ltd.

I have also included a check in the amount of \$96.25 for the filing fee
of \$52.50, \$35.00 for the designation of the registered agent and a fee
for \$8.75 for a certificate.

You may contact me, Etta Kohl at 941-549-4322 or Fax 941-549-8984
or at the above address. The acknowledgement should be addressed
to the above address.

Thank You.

Sincerely,

USA Business Services, Ltd.

| | |
|-------------------|------------------|
| Name | <i>Etta Kohl</i> |
| Availability | <i>Etta Kohl</i> |
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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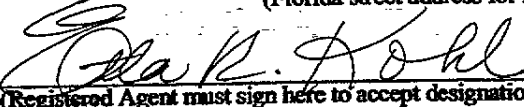
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TALLAHASSEE, FLORIDA

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TR
\$1,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

1. CapeCoralland.com Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 13351 Greengate Blvd., Ft. Myers, FL 33919
#428
(Business address of Limited Partnership)
3. Etta R. Kohl
(Name of Registered Agent for Service of Process)
4. 3910 Country Club Blvd., Cape Coral, FL 33904
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3910 Country Club Blvd., Cape Coral, FL 33904
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December
8. Name(s) of general partner(s): _____ Street address: _____


CapeCoralland Holdings, Inc. 13351 Greengate Blvd., Ft. Myers, FL 33919

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

Signed this 29th day of June, 2001.

Signature of all general partners:


General Partner

General Partner

Etta R. Kohl, Secretary of CapeCoralland Holdings, Inc.

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA
919
FL.

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of _____

_____ CapeCoralland.com Ltd _____

a Florida Limited Partnership, certify:

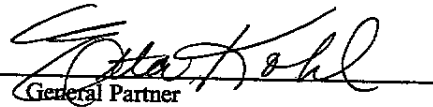
The amount of capital contributions to date of the limited partners is \$ 1000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1000.00

Signed this 28th day of June, 2001

FURTHER AFFIANT SAYETH NOT.

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


General Partner

Etta R. Kohl, Secretary, CapeCoralland Holdings, Inc.

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA