

Certificate of Limited Partnership

A01000001586
FILED
December 05, 2001
Sec. Of State

Name of Limited Partnership

FEC MANAGEMENT GROUP, LTD.

Business Address of Limited Partnership

1125 HIGHWAY 98 EAST
DESTIN, FL. US 32541

Mailing Address of Limited Partnership

1125 HIGHWAY 98 EAST
DESTIN, FL. US 32541

The name and Florida street address of the registered agent is:

VICTOR L BARRETT
1125 HIGHWAY 98 EAST
DESTIN, FL. US 32541

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: VICTOR L. BARRETT

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2050

The name address of all general partners are:

V & M VENTURES, INC.
1125 HIGHWAY 98 EAST
DESTIN, FL. US 32541

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
FEC MANAGEMENT GROUP, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
1,485.00

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

1,485.00

Signed this Fifth day of December, 2001

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

General Partner Signature: VICTOR L. BARRETT, PRESIDENT