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To: *Trevor Brumbley*
Division of Corporations
Fax Number : (850) 205-0383

From: DIANA M. GUERRA, EXT. 4546
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FLORIDA LIMITED PARTNERSHIP

THE FREE-MARKET FUND, L.P.

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|-----------------------|----------|
| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 14, 2004

ARMERMAN, BENTERFITT & MIDSON, P.A.

SUBJECT: THE FREE-MARKET FUND, L.P.
REF: W04000026769

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

L.P. is not an acceptable suffix.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H04000144688
Letter Number: S04A00044754

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE FREE-MARKET FUND, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is **THE FREE-MARKET FUND, LTD.**

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

3630 Park Central Blvd., North
Pompano Beach, Florida 33064

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

American Information Services, Inc.
One S.E. 3rd Avenue
28th Floor
Miami, FL 33131

IV. General Partner

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

Scotia Capital Management Services, Inc.
7914 Shenandoah Lane
Parkland, FL 33067

V. Mailing Address

The mailing address of the partnership is as follows:

3630 Park Central Blvd., North
Pompano Beach, Florida 33064

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VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2029, unless otherwise stipulated by the Partnership Agreement.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on July 12, 2004.

Scoria Capital Management Services, Inc.,
as general partner

By: 

Name: Anthony Wile
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of THE FREE-MARKET FUND, LTD., a
Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$100.00.

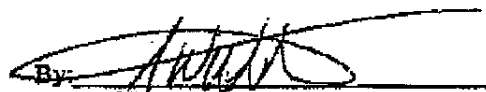
The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$ 100.

Dated this July 12, 2004.

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.*

SCOTIA CAPITAL MANAGEMENT SERVICES,
INC.,
as general partner

By: 
Name: Anthony Wile
Title: President

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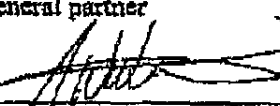
LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

THE FREE-MARKET FUND, LTD, with its place of business at 3630 Park Central Blvd., North, Pompano Beach, Florida 33064, has named American Information Services, Inc., at One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131, as its agent to accept service of process within Florida.

SCOTIA CAPITAL MANAGEMENT
SERVICES, INC.,
as general partner

By: 
Name: Anthony Wile
Title: President

Having been named to accept Service of Process for the above stated limited partnership, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of section 620.192, Florida Statutes.

Dated this July 13, 2004.

American Information Services, Inc.

By: 
Diana M. Guerra, Assistant Secretary

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