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COST LIMIT : \$ PREPAID

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Naples, FL 33999

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 AM 9:21

EXAMINER'S INITIALS:

B/L

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PRO VENTURES PARTNERSHIP, LTD.

FILED STATE
SECRETARY OF STATE
DIVISION
95 AUG 14 AM 9:28

1. The name of this Limited Partnership is:

PRO VENTURES PARTNERSHIP, LTD.

2. The address of the office of the limited partnership is 98 Vineyards Boulevard, Naples, Florida 33999, and the name and address of the agent for service of process is Michael Procacci, 98 Vineyards Boulevard, Naples, Florida 33999.

3. The names and business addresses of the general partners are:

Mr. Michael Procacci
98 Vineyards Boulevard
Naples, Florida 33999

Mr. Michael Procacci, Jr.
P. O. Box 766
Sicklerville, NJ 08081

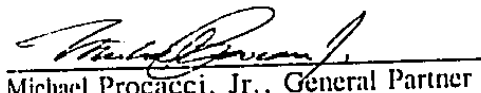
4. The mailing address of the limited partnership is 98 Vineyards Boulevard, Naples, Florida 33999.

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2015.

Signed this 22nd day of June, 1995.



Michael Procacci, General Partner and Registered Agent



Michael Procacci, Jr., General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of PRO VENTURES PARTNERSHIP, LTD., a Florida Limited Partnership, certify as follows: The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,000.00

The amount of capital contributions to date of the limited partners is ZERO.

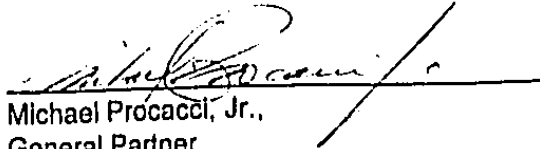
This 22nd day of June, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.



Michael Procacci,
General Partner



Michael Procacci, Jr.,
General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 AM 9:21

A95000001278

DONNA M. MORE

Attorney At Law
98 Vineyards Boulevard
Naples, Florida 33999

(941) 353-1973
FAX (941) 453-5057

Also Member of Pennsylvania
and New Jersey Bars

December 27, 1995

100001683641
-01/10/96--01022--041
***1750.00 ***1750.00

Via Federal Express

Division of Corporations
Attn: Partnership Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Pro Ventures Partnership, Ltd.

A95000001278

FILED
95 DEC 28 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed herewith please find the 1996 Limited Partnership Annual Report for the above-referenced limited partnership as well as check #2008 in the amount of \$576.25, representing the maximum filing fee for same.

Pursuant to Chapter 620, Florida Statutes, also enclosed is a Supplemental Affidavit of Capital Contributions accompanied by check #2009 in the amount of \$1,750.00, representing the maximum filing fee for said Supplemental Affidavit.

Please do not hesitate to contact me if you have questions regarding this matter.

Sincerely,


Donna M. More

FF-\$1,750.00

DMM/df
Enclosures

1-5-96 a

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the general partners of PRO VENTURES PARTNERSHIP, LTD., a Florida Limited Partnership, hereby certify as follows:

1. An Affidavit of Capital Contributions was filed with the Department of State on August 14, 1995 indicating that, at that time, the total amount contributed and anticipated to be contributed by the limited partners totalled \$7,000.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,499,482.00.

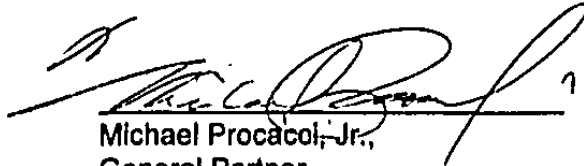
Dated this 21st day of December, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.



Michael Procacci,
General Partner



Michael Procacci, Jr.,
General Partner

FILED
95 DEC 28 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA