

A96000000164

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FILED

96 JAN 25 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

324 HYDE PARK AVENUE
SUITE 375
TAMPA, FLORIDA 33606

(813) 253-2992
FAX (813) 253-2284

November 28, 1995

VIA FEDERAL EXPRESS

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

500001649075
-11/29/95--01102--001
****385.00 ****385.00

Greetings:

Please file the enclosed Certificate of Limited Partnership
of TEAM VALOR, LTD.

Also enclosed are a copy of the Certificate, an Affidavit of
Capital Contributions, an Acceptance of Appointment as Registered
Agent and a check in the amount of \$385.00. The check represents
payment of the following fees:

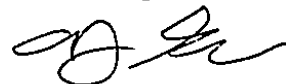
Filing Fee	\$ 350.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 385.00</u>

Please send the date-stamped copy of the Certificate to me
at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham



CERTIFICATE OF LIMITED PARTNERSHIP
OF

TEAM VALOR, LTD.

FILED
96 JAN 25 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited partnership is TEAM VALOR, LTD.
2. The address of the office of the limited partnership is 324 South Hyde Park Avenue, Suite 375, Tampa, Florida 33606.
3. The name and address of the limited partnership's agent for service of process is Nancy J. Cass, 324 South Hyde Park Avenue, Suite 375, Tampa, Florida 33606.
F96000000416
4. The name and business address of the limited partnership's sole general partner is Team Valor, Inc. 975 Green Street, Suite 201, Pasadena, California 91106. The general partner has registered with the Department of State of the State of Florida as a foreign corporation.
5. The mailing address of the limited partnership is 975 Green Street, Suite 201, Pasadena, California 91106.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2000.

Executed this 28th day of November, 1995.



Andrew L. Graham, As Attorney in Fact
Team Valor, Inc.
General Partner

TEAM VALOR, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED

96 JAN 25 PM 1:00

The undersigned, the sole general partner of TEAM VALOR, LTD., hereby certifies that the following statements are true and correct:

1. The amount of the capital contributions of the limited partners to date is \$25,000.
2. The total amount contributed and anticipated to be contributed by the limited partners is \$50,000.

Executed this 28th day of November, 1995.

By: 

Andrew L. Graham, As Attorney in Fact
Team Valor, Inc.
General Partner

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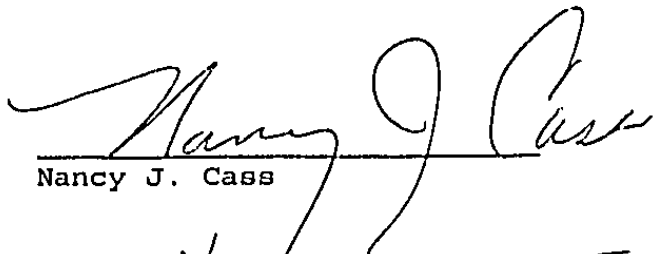
96 JUN 25 PM 1:00
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby accepts her designation as registered agent of the limited partnership set forth below and acknowledges that she is familiar with and understands the obligations of this position.

1. The name of the limited partnership is TEAM VALOR, LTD.
2. The name and address of the registered agent is:

Nancy J. Cass
324 South Hyde Park Avenue, Suite 375
Tampa, Florida 33606


Nancy J. Cass

Date: Nov 28, 1995