

A96000000248

EMJAY INTERNATIONAL, INC.
2876 Old Castle Drive
Winter Park, Florida 32792

407-673-3350
407-673-3340 (Fax)

January 29, 1996

000001704280
-02/01/96--01002--011
*****96.25 *****96.25

Bureau of Commercial Recording
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
96 FEB - 1 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: WebPartners, Ltd. Certificate and Affidavit

Gentleperson:

Enclosed please find our Certificate of Limited Partnership and Affidavit of Capital Contributions. Also, please find our check in the sum of \$96.25 to cover filing fees, designation of registered agent and a certificate under seal.

The contact person is: Michael J. Walter. Daytime telephone number is: 497-384-6111.

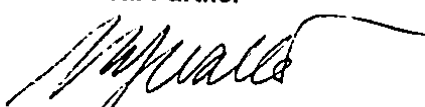
The acknowledgment should be sent to:

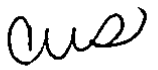
EMJAY International, Inc., General Partner
WebPartners, Ltd.
2876 Old Castle Drive
Winter Park, FL 32792

R95000005373

Thank you for your assistance in this matter.

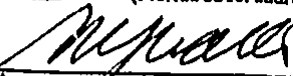
EMJAY INTERNATIONAL, INC.
General Partner


Michael J. Walter
President


2/5/96a

A96000000248

SECRET
TALLAHASSEE
FEB - 1
PM 2:27
32792

1. WEB PARTNERS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2876 OLD CASTLE DRIVE WINTER PARK, FL 32792
(Business address of Limited Partnership)
3. MICHAEL J. WALTER
(Name of Registered Agent for Service of Process)
4. 2876 OLD CASTLE DRIVE WINTER PARK, FL 32792
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2876 OLD CASTLE DRIVE WINTER PARK, FL 32792
(Mailing Address of the Limited Partnership)

8. Name(s) of general partner(s):

Street address:

EMJAY INTERNATIONAL, INC. 2876 OLD CASTLE DRIVE
WINTER PARK, FL 32792

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 25 day of January, 19 96

Signature of all general partners:

Signature of all general partners:
EMJAY INTERNATIONAL, INC.
By: [Signature], President
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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

RECEIVED
96 FEB - 1 PM 2:05
TALLAHASSEE
FLORIDA

The undersigned constituting all of the general partners of Web Partners, Ltd.
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 4000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 5000.00.

Signed this 25 day of January, 19 96.

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.*

EMJAY INTERNATIONAL, INC.

BY: Myrvalles, President
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner