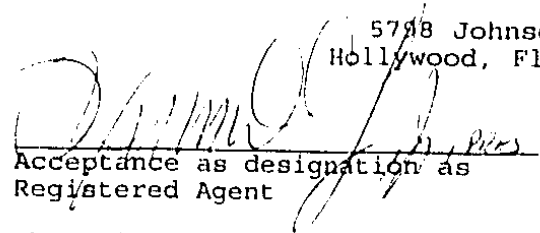


4/13/96

CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHERN ATLANTIC, LTD.

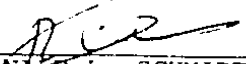
RECEIVED
JUN 19 1996
PM 3:16
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

1. The name of Limited Partnership is:
NORTHERN ATLANTIC, LTD.
2. The business address of Limited Partnership is
4747 Hollywood Boulevard, #267
Hollywood, Florida, 33021
3. The name of Registered Agent is:
LAW OFFICE OF RUDOLPH M. DI LASCIO, JR., P.A.
4. The mailing address of Registered Agent is:
5748 Johnson Street
Hollywood, Florida 33021
5. 
Acceptance as designation as
Registered Agent
6. The mailing address for the Limited Partnership:
4747 Hollywood Boulevard, #267
Hollywood, Florida 33021
7. The latest date upon which the limited partnership is to be dissolved is perpetual.
8. The name and address of the General Partner is:
PROSERVE INTERNATIONAL, INC.
4747 Hollywood Boulevard, #267
Hollywood, Florida 33021

Signed this 13 day of June, 1996.

PROSERVE INTERNATIONAL, INC.

By:


RONALD L. SCHMIDT, President
General Partner of
NORTHERN ATLANTIC, LTD.

7946000050216

JUN 13 1996
FBI - MIAMI

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of
NORTHERN ATLANTIC, LTD. a Florida Limited Partnership, certify:

The amount of capital contribution to date of the limited partner
is \$7,500.00.

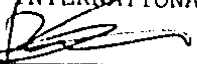
The total amount contributed and anticipated to be contributed by
the limited partners at this time totals \$7,500.00.

FURTHER YOUR AFFIANT SAYETH NAUGHT.

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

Dated this 13th day of June, 1996.

PROSERVE INTERNATIONAL, INC

By: 

RONALD L. SCHMIDT, President
General Partner of
NORTHERN ATLANTIC, LTD.

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8:41 AM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3:40

ENTER SELECTION AND CR:

increasing to
\$400,000.00

C. TAX 1,750.00

REFUND

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of
NORTHERN ATLANTIC, LTD, a Florida Limited Partnership,
executed this supplemental affidavit filed pursuant to
section 620.112, Florida Statutes.

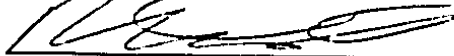
The total amount of the capital contributions of the limited
partners is \$400,000.

This 9 day of December, 1996.

Further Affiant Sayeth Not.

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

General Partners—



Fees: \$7 per \$1000, based on the
additional contributions
Minimum \$52.50 - Maximum \$1750.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3:40