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FROM: TRIPP, SCOTT, CONKLIN & SMITH ACCT#: 075350000065
CONTACT: PATTY SCHLINDWEIN
PHONE: (305)525-7500 FAX #: (954)761-8475

NAME: LMK ASSOCIATES, LTD.
AUDIT NUMBER.....H98000012488
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 3
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LMK ASSOCIATES, LTD.**

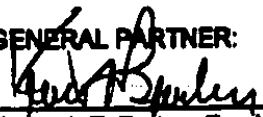
The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is LMK ASSOCIATES, LTD.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 5310 N.W. 33rd Ave., Suite 219, Fort Lauderdale, Florida 33309.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Kenneth T. Barber of 5310 N.W. 33rd Ave., Suite 219, Fort Lauderdale, Florida 33309.
4. The name and business address of the General Partner of the Partnership is as follows:

Trion Ventures VII, Inc. P 94660007037
 6310 N.W. 33rd Ave.
 Suite 219
 Fort Lauderdale, Florida 33309
5. A mailing address for the Partnership is as follows:

5310 N.W. 33rd Ave.
 Suite 219
 Fort Lauderdale, Florida 33309
6. The latest date upon which the Partnership is to dissolve is Forty (40) years from the date of the recording of the Certificate of Limited Partnership, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 6th day of September, 1996.

GENERAL PARTNER:


 Kenneth T. Barber, President
 Trion Ventures VII, Inc.

Prepared By:
 Orama Berthelander
 Bar No. 117273
 Tripp, Scott, Conklin & Smith
 P.O. Box 14246
 Ft. Lauderdale, FL 33302
 (954)325-7200

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. Sep. 6, 1996 12:36PM TRIPP SCOTT CONKLIN

No. 3098 P. 3/4

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of LMK Associates, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1988).



Kenneth T. Barber

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AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF LMK ASSOCIATES, LTD.

BEFORE ME, the undersigned President of the sole General Partner of LMK Associates, Ltd. ("Partnership"), a Florida limited partnership, certify as follows:

The limited partners' contributions to the Partnership total \$99.00 at this time and it is anticipated that future contributions of limited partners is \$0.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

Kenneth T. Barber
Kenneth T. Barber, President
Titan Ventures VII, Inc., General Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF BROWARD) ss.:

The foregoing instrument was acknowledged before me this 6th day of September, 1996, by Kenneth T. Barber, who is personally known to me or who has produced as identification.



Carolyn S. Taylor
Notary Public, State of Florida

Name of Acknowledger

Title or Rank

Serial Number, if any