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OF COUNSEL

L. MARTIN FLAMAGAN
JACK A. PLUMB

November 12, 1996

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

Re: Tabin Holdings, Ltd.

To Whom It May Concern:

Enclosed please find a check in the amount of \$1,837.50, which covers the filing fee for the above captioned partnership, the Designation of Registered Agent fee and the fee for one (1) certified copy of the enclosed Certificate of Limited Partnership. Also enclosed is the required Affidavit.

If you have any questions, please do not hesitate to call.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By David Pratt
David Pratt

DP/sls

Enclosures

cc: Madeline Dawn Tabin (w/o encls.)

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Document Examiner	DE
Updater	DE
Updater Verifier	DE
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101, et seq. of the Florida Statutes, do hereby certify:

1. The name of the limited partnership is Tabin Holdings, Ltd.;
2. The address of the office of the partnership is 21551 Halstead Drive, Boca Raton, Florida 33428;
3. The name of the agent for service of process is Madeline Dawn Tabin, whose address 21551 Halstead Drive, Boca Raton, Florida 33428;
4. The name of the general partner is HMT Capital, Inc., whose business address is 21551 Halstead Drive, Boca Raton, Florida 33428; P960000 8888.3
5. The mailing address for the limited partnership is 21551 Halstead Drive, Boca Raton, Florida 33428;
6. The latest date upon which the limited partnership is to dissolve is thirty-five (35) years from the filing of this Certificate;
7. This certificate is effective upon filing.

The undersigned affirms under penalties of perjury that the facts stated herein are true.


MADELINE DAWN TABIN, President,
HMT Capital, Inc.

The undersigned hereby accepts his appointment as agent for service of process.


MADELINE DAWN TABIN, President,
HMT Capital, Inc.

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TALLAHASSEE, FLORIDA

AFFIDAVIT

The undersigned, MADELINE DAWN TABIN, President of HMT Capital, Inc., the general partner of Tabin Holdings, Ltd., being duly sworn, does hereby depose and say:

1. I am over the age of eighteen (18) years and believe in the obligation of an oath.
2. The limited partners anticipate contributing property to the partnership having a fair market value of ~~Three~~ Million Dollars (\$3,000,000). No further contributions by the limited partners are anticipated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of October, 1996.


MADELINE DAWN TABIN, President,
HMT Capital, Inc.

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was sworn to, subscribed and acknowledged before me this 31st day of October, 1996 by MADELINE DAWN TABIN as President of HMT Capital, Inc., who is personally known to me.

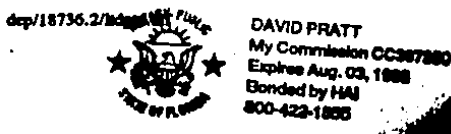




Notary Public

Print Name DAVID PRATT

My commission expires: _____



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