

Nov. 22, 1996 9:44 AM TRIPP, SCOTT, CONKLIN

No. 5647 P. 1/4

11/22/96

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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 III, LTD.

AUDIT NUMBER.....H96000016518

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LMK ASSOCIATES III, 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 III, 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.  
 5310 N.W. 33rd Avenue  
 Suite 219  
 Fort Lauderdale, Florida 33309

*P94600009037*

5. A mailing address for the Partnership is as follows:

5310 N.W. 33rd Avenue  
 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 6<sup>th</sup> day of November, 1996.

GENERAL PARTNER:

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

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Prepared by: Drake M. Batchelder  
Bar No: 117273  
Tripp, Scott, Conklin & Smith  
110 SE 6th Street, 28th Floor  
Fort Lauderdale, Florida 33301  
(954) 525-7500

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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 III, 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 (1995).

  
\_\_\_\_\_  
Kenneth T. Barber

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

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

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

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, President  
Trion Ventures VII, Inc., General Partner

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

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



GALEORA R. HAYWARD  
MY COMMISSION # CC-138379 EXPIRES  
March 13, 1997  
FORRESTER TRIPOLI TRAVEL INSURANCE, INC.

Notary Public, State of Florida

\_\_\_\_\_  
Name of Acknowledger  
  
\_\_\_\_\_  
Title or Rank  
  
\_\_\_\_\_  
Serial Number, if any

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