

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 241-3700
 Mailing Dept., P.O. Box 10349, Tallahassee, FL 32302
 TOLL FREE Number 1-800-341-3000
 FAX 904-241-1222

A96000002367

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

U. TAX _____
 FILING _____
 R. AGENT FEE 175.00
 C. COPY 35.00
 TOTAL 8.75
 N. BANK 1793.75
 BALANCE DUE _____
 RECEIVED _____

BK
 12/18/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/18 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN WIN Pick Up 1,000 *[Signature]*

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() <u>1</u> Copy(s)		
Art. of Amend. File		
Disolution/Withdrawal		
CUB. <u>()</u>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File <u>800002835678-0</u>		
UCC 11 Search <u>-12/23/96-01003-001</u>		
UCC 11 Retrieval <u>***1793.75 ***1793.75</u>		
File No.'s _____ Copies _____		
Courier Service _____		
Shipping/Handling _____		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ Pgs. _____		
SUBTOTALS _____		

RECEIVED
 DIVISION OF CORPORATIONS
 96 DEC 18 PM 8:39

FEE.....	
DISBURSED.....	
CHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

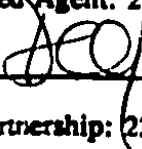
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Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 3:39

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name of Limited Partnership: **ALPHA/AMDEV, LTD.**
2. Business address of Limited Partnership: **237 Ernestine Street, Orlando, FL 32801**
3. Name of Registered Agent for service of process: **Donald L. Moore, Jr.**
4. Florida street address for Registered Agent: **237 Ernestine Street, Orlando, FL 32801**
5. Signature of Registered Agent: 
6. Mailing address of the Limited Partnership: **237 Ernestine Street, Orlando, FL 32801**
7. The latest date upon which the Limited Partnership is to be dissolved is: **December 31, 2036**
8. Name and street address of General Partner: **ALPHA/AMDEV, INC., 237 Ernestine Street, Orlando, FL 32801**

8960000102103

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

Signed this 16 day of December, 1996.

Signature of all General Partners:

ALPHA/AMDEV, INC.

By: 

President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
For
Florida Limited Partnership

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 PM 3:39

The undersigned constituting the sole General Partner of ALPHA/AMDEV, LTD., a Florida Limited Partnership, certifies:

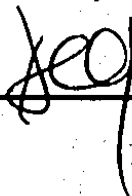
1. That the amount of Capital Contributions to date of the Limited Partners is: \$600,000.00
2. The total amount of contributed and anticipated to be contributed by the Limited Partners at this time totals \$600,000.00.

Signed this 16 day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

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

ALPHA/AMDEV, INC.

By:  President