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Amend. Ltd

1.) Genesis Group, Ltd. SE  
(CORPORATE NAME & DOCUMENT #)

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2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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98 JUL 24 PM 2:05  
TALLAHASSEE, FLORIDA

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98 JUL 24 AM 10:03  
DIVISION OF CORPORATE REGISTRATION

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First Amended CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GENESIS GROUP, LTD. SE  
a Florida limited partnership

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The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

89-7-1366

- (a1) Name of the Limited Partnership:

GENESIS GROUP, LTD. SE

- (a2) The address of the limited partnership:

2535 Success Drive  
Odessa, Florida 33556

- (b) The name and address of the agent for service of process:

J. Bob Humphries, Esquire  
Fowler, White, Gillen, Boggs,  
Villareal and Banker, P.A.  
501 East Kennedy Boulevard, Suite 1700  
Tampa, Florida 33602

- (c) The name and business address of each general partner:

54 3343

El Ray Development, Inc.  
2535 Success Drive  
Odessa, Florida 33556

- (d) The mailing address for the limited partnership:

c/o J. Bob Humphries, Esquire  
Fowler, White, Gillen, Boggs,  
Villareal and Banker, P.A.  
501 East Kennedy Boulevard, Suite 1700  
Tampa, Florida 33602

- (e) The latest date upon which the limited partnership is to dissolve:

midnight, December 31, 2097

- (f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.

- (g) A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the

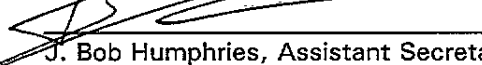
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Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by J. Bob Humphries, the Assistant Secretary of El Ray Development, Inc., the sole general partner of GENESIS GROUP, Ltd. SE on this 30th day of June, 1998.


General Partner:  
El Ray Development, Inc.

By:   
J. Bob Humphries, Assistant Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GENESIS GROUP, LTD., SE a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, J. Bob Humphries, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
J. Bob Humphries

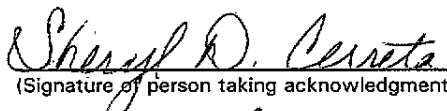
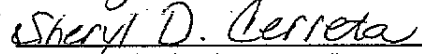
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Subscribed and sworn to before me this 30th day of June, 1998, by J. Bob Humphries, who is personally known to me and who is the Assistant Secretary of El Ray Development, Inc. the general partner of GENESIS GROUP, LTD. SE, a Florida Limited Partnership on behalf of the Partnership and as Registered Agent.

SEAL:



  
(Signature of person taking acknowledgment)  
  
(Name typed, printed or stamped)

Notary Public  
(Notary Public) or (Military Officer's Rank)