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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 24 PM 3:23

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MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 33762-0245

October 21, 1997

VIA FEDEX DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

900002326919--5
-10/22/97--01070--003
****175.00 ****175.00

**RE: CERTIFICATE OF LIMITED PARTNERSHIP
MARKETING WORLDWIDE, LTD.**

Dear Madam or Sir:

Enclosed please find one (1) fully executed original and one (1) copy of the Certificate of Limited Partnership of MARKETING WORLDWIDE, LTD., together with Affidavit Declaring Amount of Capital Contributions of the Limited Partners.

Please furnish me an approved stamped "Filed" copy of the filed Certificate of Limited Partnership. Also enclosed is this firm's check, in the amount of one hundred seventy-five dollars (\$175.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

Name	KWM
Availability	
Document	
Examiner	KWM
File	K
Signer	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

10-24

MARKETING WORLDWIDE, LTD.

a Florida limited partnership

Certificate of Limited Partnership

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MARKETING WORLDWIDE, LTD. (the "Limited Partnership") files this **Certificate of Limited Partnership** for the purpose of forming a limited partnership pursuant to the provisions of Chapter 620, FLORIDA STATUTES.

- The name of the Limited Partnership is:

MARKETING WORLDWIDE, LTD.

- The address of the office required to be maintained by section 620.105, FLORIDA STATUTES, is:

3089 Enisglen Drive
Palm Harbor, Florida 34683

- The name and address of the agent for service of process required to be maintained by section 620.105, FLORIDA STATUTES, are:

Michael Winzkowski
3089 Enisglen Drive
Palm Harbor, Florida 34683

- The name and business address of each general partner are:

Marketing Worldwide, Inc. - 971000089309
3089 Enisglen Drive
Palm Harbor, Florida 34683

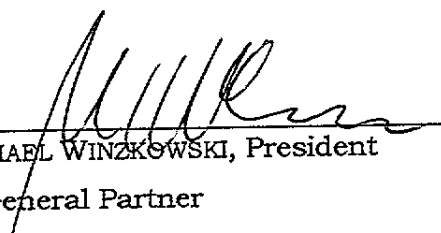
- The mailing address of the Limited Partnership is:

3089 Enisglen Drive
Palm Harbor, Florida 34683

- The latest date upon which the Limited Partnership is to dissolve is October 15, 2027.

IN WITNESS WHEREOF, this **Certificate of Limited Partnership** has been executed this ____ day of October, 1997, by the undersigned, as the sole General Partner of the Limited Partnership.

MARKETING WORLDWIDE, INC.

By: 
MICHAEL WINZKOWSKI, President
As General Partner

MARKETING WORLDWIDE, LTD.

a Florida limited partnership

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Affidavit Declaring Amount of Capital Contributions of the Limited Partners

State of Florida

County of Pasco

Before me, the undersigned authority, personally appeared, MICHAEL WINZKOWSKI, as the President of Marketing Worldwide, Inc., the sole General Partner of Marketing Worldwide, Ltd., a Florida limited partnership, who, after first being duly sworn, deposes, and says:

The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners of Marketing Worldwide, Ltd., is:

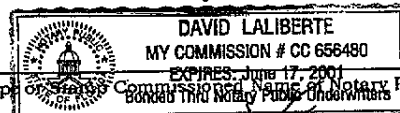
NINETEEN THOUSAND EIGHT HUNDRED DOLLARS (\$19,800)

[Signature]
MICHAEL WINZKOWSKI

Sworn to and subscribed before me this 17th day of OCT, 1997, by Michael Winzkowski.

Florida

[Signature]
Signature of Notary Public — State of



Print, Type or Stamp Commissioned Name of Notary Public

Personally Known _____ OR Produced Identification _____

Type of Identification Produced FLDL W52254050050 02/03