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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Dand K Walker Holdings Ltd.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

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R. AGENT FEE 25.00
C. COPY 52.50
TOTAL 1837.50
1. BANK
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Ordered By: _____

Date: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
D and K Walker Holdings, Limited
UNDER SECTION 620.108 OF THE FLORIDA REVISED UNIFORM
LIMITED PARTNERSHIP ACT (1986)

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David A. Walker, as President of Rochester Mass Finishing Corporation, desiring to form a limited partnership pursuant to the laws of the State of Florida and being duly sworn, hereby certifies that:

1. the name of the limited partnership is D and K Walker Holdings, Limited;
2. the address of the office and the name and address of the agent for service of process is Rochester Mass Finishing Corporation, 435 L'Ambiance Drive, Unit 405 K, Longboat Key, Florida 34228;
3. the name and the business address of the sole general partner is Rochester Mass Finishing Corporation, 435 L'Ambiance Drive, Unit 405 K, Longboat Key, Florida 34228;
4. the mailing address for the limited partnership is Rochester Mass Finishing Corporation, 435 L'Ambiance Drive, Unit 405 K, Longboat Key, Florida 34228; and
5. the latest date upon which the limited partnership is to dissolve is December 31, 2044.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Limited Partnership and hereby affirms under penalties of perjury that the statements made herein are true this 14th day of October, 1997.

Rochester Mass Finishing Corporation, a New York
corporation qualified to do business in Florida, as
the sole general partner

By: 
David A. Walker, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for D & K Walker Holdings, Limited, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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 a registered agent.

Rochester Mass Finishing Corporation, a
a New York corporation qualified to do
business in Florida

By: 
DAVID A. WALKER, President

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AFFIDAVIT OF ~~MEMBERSHIP~~ AND CONTRIBUTIONS

D and K WALKER HOLDINGS, LIMITED

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The undersigned, the sole general partner of D and K Walker Holdings, Limited (the "Partnership"), deposes and says that the description and the agreed value of all property contributed to the Partnership by the limited partners is set forth on Schedule A attached to this Affidavit. It is not anticipated that any limited partner will make any additional contribution to the Partnership.

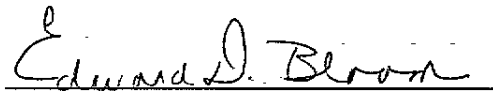
In accordance with Section 620.114(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Rochester Mass Finishing Corporation, a
New York corporation qualified to do
business in Florida

By: 
DAVID A. WALKER, President

STATE OF NEW YORK
COUNTY OF MONROE ss:

The foregoing instrument was acknowledged before me this 14th day of October, 1997, by DAVID A. WALKER, who is personally known to me or who has produced a driver's license as identification, in his capacity as President of Rochester Mass Finishing Corporation, the corporation which executed the above entitled instrument.



Print Name: Edward D. Bloom
Notary Public, State of New York
My Commission expires: 10/31/99

SCHEDULE A

LIMITED PARTNER CONTRIBUTIONS

The estimated current fair value of the property to be contributed by the limited partners to D&K Walker Holdings, Limited is:

New York real property	\$650,000
Colorado real property (gross fair value of \$830,000 subject to a \$500,000 first mortgage loan)	\$330,000
Colorado personal property	\$20,000
Total contribution	\$1,000,000

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