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Ltd. Partnership

1.) Premier Retail Partnership #1, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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-12/09/97--01005--013
*****96.25 *****96.25

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

LP - 87.50

CUS 8.75

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

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CERTIFICATE OF LIMITED PARTNERSHIP

PREMIER RETAIL PARTNERSHIP #1, LTD.

Notice is hereby given of the formation of a Florida limited partnership. The name of the limited partnership is **PREMIER RETAIL PARTNERSHIP #1, LTD.** (the "Partnership").

The business address of the Partnership is:

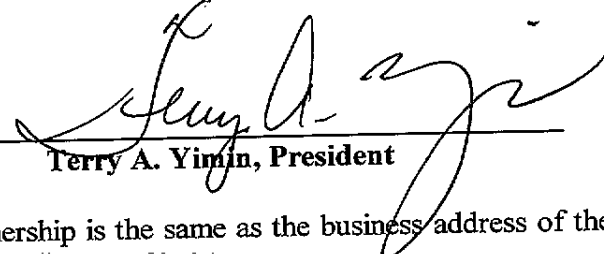
**Premier Retail Partnership #1, Ltd.
c/o Premier Development Services, Inc.
1660 Gulf Blvd., Suite 903
Clearwater, FL 33767**

The name of the Registered Agent for service of process for the Partnership is:

**Premier Development Services, Inc.
1660 Gulf Blvd., Suite 903
Clearwater, FL 33767**

The undersigned hereby accepts the appointment as the Registered Agent for service of process for the Partnership:

PREMIER DEVELOPMENT SERVICES, INC.

By: 
Terry A. Yimin, President

The mailing address for the Partnership is the same as the business address of the Partnership.

The latest date upon which the Partnership is to be dissolved is December 31, 2047.

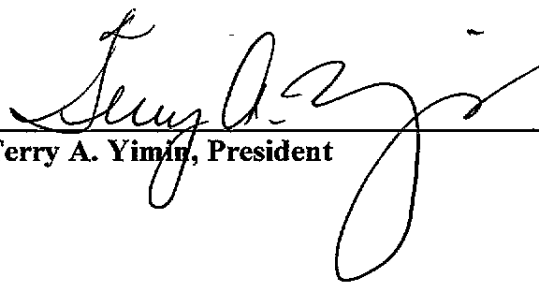
The name and address of the sole General Partner of the Partnership is as follows:

**Premier Development Services, Inc.
1660 Gulf Blvd., Suite 903
Clearwater, FL 33767**

p 97000663986

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 1ST day of DECEMBER, 1997.

**PREMIER DEVELOPMENT SERVICES, INC.,
a Florida corporation**

By: 
Terry A. Yimin, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, being the sole General Partner of **PREMIER RETAIL PARTNERSHIP #1, LTD.**, a Florida limited partnership (the "Partnership") hereby certifies as follows:

The amount of capital contributions to date of the Limited Partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$100.00.

This affidavit is made as of the 1ST day of DECEMBER, 1997.

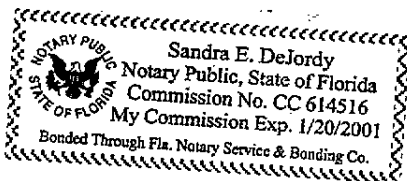
Under the penalties of perjury, the undersigned declares that he/she has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

PREMIER DEVELOPMENT SERVICES, INC.,
a Florida corporation

By: 
Terry A. Yimin, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8 day of December, 1997, by **TERRY A. YIMIN**, President of **PREMIER DEVELOPMENT SERVICES, INC.**, a Florida corporation. She is personally known to me or has produced _____ as identification and did not take an oath.




Notary Public, State of Florida at Large

My commission expires:

(SEAL)

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