CAPITAL CONDECTION, INC. 417 E. Virginia Street, Unite 1 Tale hasses, Floridade 303 (904) 224-8870 • 1-810-342-0621 • Hx (900-22-22)

Babalome, Ltd.

200002381062--3 -12/23/97--01077--024 ****385.00 ****262.50

Art of Inc. File_

	LTD Partnership File
	Foreign Corp. File
	L.C. File
	Fictitious Name File
,	Name Reservation
-	Merger File
	Merger File Art. of Amend. File
	RA Resignation
	Dissolution / Withdrawal
710.0	Annual Report / Reinstatement
1 2 50	Cert. Copy
CERT - 50.30	Photo Copy
(CErci	Certificate of Good Standing
	Certificate of Status
The above	Certificate of Fictitious Name
	Corp Record Search
2 (2)	Officer Search
(19/ \0)001.	Fictitious Search
Signature	Fictitious Owner Search
Signature	Vehicle Search
	Driving Record
Requested by:	UCC 1 or 3 File
CUCY 122 1028	UCC 11 Search
Name Date Time	UCC 11 Retrieval
Walk-In Will Pick Up	Courier

CERTIFICATE OF LIMITED PARTNERSHIP OF BABALOUIE, LTD. A Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Uniform Limited Partnership of Act, hereby states:

- 1. The name of the Partnership is Babalouie, Ltd.
- The address of the office of the limited partnership is Jupiter Mall, 201 U.S. Highway One, Suite D-2, Jupiter, Florida 33477.
- 3. The name and address of the agent for service of process on the limited partnership is Richard R. Clegg, Jupiter Mall, 201 U.S. Highway One, Suite D-2, Jupiter, Florida 33477.
- The name and business address of the sole general partner is AlA Ventures, Inc., Jupiter Mall, 201 U.S. Highway One, Suite D-2, Jupiter, Florida 33477.
- 5. The mailing address of the limited partnership is Jupiter Mall, 201 U.S. Highway One, Suite D-2, Jupiter, Florida 33477.
- 6. The latest date upon which the limited partnership shall dissolve is December 31, 2057.

The execution of this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Babalouie, Ltd. this 19th day of December, 1997.

GENERAL PARTNER

A1A VENTURES, INC.

BY

Richard R. Clegg President

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of December, 1997 by Richard R. Clegg, the President of A1A Ventures, Inc., the sole general partner of Babalouie, Ltd., a Florida limited partnership. He is personally known to me or has produced ______as identification,

Notary Public

LISA C. SCHMITT

MY COMMISSION # CC 576836

EXPIRES: March 23, 1999

Bonded Thru Notary Public Underwriters

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Babalouie, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Richard R. Clegg Registered Agent



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared RICHARD R. CLEGG, President of AlA Ventures, Inc., a Floridas corporation, the sole general partner of Babalouie, Ltd. The "Partnership"), who, upon being duly sworn, certified as follows:

- The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, TWENTY-FOUR THOUSAND SEVEN HUNDRED FIFTY DOLLARS (\$24,750.00).
- At this time, it is anticipated that additional capital contributions in the amount of ZERO DOLLARS (\$0.00) will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

A1A VENTURES, INC.

RICHARD President

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ay of December, 1997, by Richard R. Clegg, as President of AlA Ventures, Inc., a Florida corporation, the sole General Partner of Babalouie, Ltd., a Florida limited partnership. He is personally known to me or has produced identification.

(SEAL)

Print name: Notary Public, State of Florida

My Commission expires:

