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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

December 22, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/24/97--01021--003
***2326.25 ***2326.25

Re: Future Card Limited

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of Future Card Limited, a Florida Limited Partnership. Enclosed is our check in the amount of \$2,326.25 to cover the cost of the following:

Filing Fee	\$1,750.00
1998 Annual Report Fee	541.25
Registered Agent Fee	35.00
Total	\$2,326.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original Certificate and return the copy to us. We appreciate your assistance in this matter.

If you have any questions or comments, please contact us.

Name	
Availability	
Document Examiner	DCC
Updater	DCC
Updater/Verifier	CHN:jfb DCC
Enclosures	
Acknowledgment	Check: \$2,326.25
cc:	David W. Adams, Esq.
W. P. Verifier	DCC

Very truly yours,

Christopher H. Norman

Christopher H. Norman

JB

TC
\$300,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

**FUTURE CARD LIMITED,
a Florida Limited Partnership**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is FUTURE CARD LIMITED ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

401 Johnson Lane
Suite 103
Venice, Florida 34292

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

David W. Adams, Esquire
MacFarlane, Ferguson & McMullen
111 Madison Street
Tampa, Florida 33601

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TALLAHASSEE, FLORIDA

(c) The name and business address of the general partner of the Partnership are:

The Future Card, Inc.
401 Johnson Lane
Suite 103
Venice, Florida 34292

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The aforesaid general partner is a Florida corporation.

(d) The mailing address for the Partnership is:

401 Johnson Lane
Suite 103
Venice, Florida 34292

(e) The latest date upon which the Partnership shall dissolve is: December 31, 2035

(f) The Partnership is authorized to issue 10,000 partnership units and will initially issue 5,000 partnership units.

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 the undersigned officers of the general partner of the Partnership, this 11th day of December, 1997.

THE FUTURE CARD, INC., General Partner

C. I. Johnson
Witness

S. Wheeler
Witness

Ginda K. Johnson
Witness

Edward V. Lough
Witness

By: Robert I. Johnson
Title: President

Attest: Jeffrey P. Johnson
Title: Secretary

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of FUTURE CARD LIMITED ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$279,716.45

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$300,000.00

Under the penalties of perjury, The Future Card, Inc., as the general partner of the Partnership, hereby declares that it has read the foregoing and that the facts alleged are true, to the best of its knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned officers of the general partner, this 11th day of December, 1997.

THE FUTURE CARD, INC., General Partner

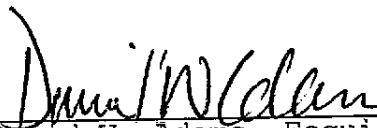
By: Robert I. Johnson
Witness S. Wheeler
Title: President

Attest: Jeffrey B. Johnson
Witness Donald Johnson
Title: Secretary

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for FUTURE CARD LIMITED ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.


David W. Adams, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA

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