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FLORIDA DIVISION OF CORPORATIONS

No. 8644 P. 1/4

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CONTACT: IRIS HAIBI

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: LPS CAPITAL, LTD.

AUDIT NUMBER.....H98000006159

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LPS CAPITAL, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is LPS Capital, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 1149 North Federal Highway, Fort Lauderdale, Florida, 33304.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Anthony J. Parkinson, III, 1149 North Federal Highway, Fort Lauderdale, Florida, 33304.
4. The name and business address of the General Partner of the Partnership is as follows:

LPS Capital, Inc.
1149 North Federal Highway
Fort Lauderdale, FL 33304

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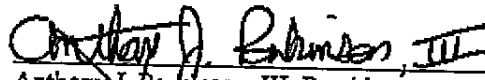
5. A mailing address for the Partnership is as follows:

1149 North Federal Highway
Fort Lauderdale, FL 33304

6. The latest date upon which the Partnership is to dissolve forty (40) years from the date of the recording of the Certificate of Limited Partnership, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 31st day of March, 1998.

GENERAL PARTNER:


Anthony J. Parkinson, III, President

Prepared by: Dennis D. Smith, Esq.
Bar No. 242098
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954)525-7500

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of LPS Capital, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


Anthony J. Parkinson, III

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
LPS CAPITAL, LTD.**

BEFORE ME, the undersigned President of the sole General Partner of LPS Capital Ltd. ("Partnership"), a Florida limited partnership, certifies as follows:

The limited partners' contributions to the Partnership total \$990.00 at this time and it is anticipated that future contributions of limited partners is \$0.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

Anthony J. Parkinson, III
Anthony J. Parkinson, III, President

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STATE OF FLORIDA)
)
COUNTY OF BROWARD)

ss.:

The foregoing instrument was acknowledged before me this 31st day of March, 1998, by Anthony J. Parkinson, III, who is ~~personally known to me~~ or who has produced Drivers License as identification.



Shamena Khan
Notary Public, State of Florida

Shamena Khan
Name of Acknowledger

Title or Rank

Serial Number, if any