

DYNAMIC OFFERINGS, INC.

A980000000901

March 24, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Fulcrum Fund, Ltd.
W98000005696

500002451175--5

-03/09/98--01133--001

*****52.50 *****52.50

Dear Sir or Madam:

I recently filed Limited Partnership papers for Fulcrum Fund, Ltd. Enclosed is the corrected information along with a check for the Registered Agent fee. You have already received payment of \$52.50 for the Limited Partnership fee.

Please return all documents to:

Dynamic Offerings, Inc.
1600 S. Federal Hwy., Suite 961
Pompano Beach, FL 33062

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-03/27/98--01047--001

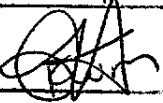
*****35.00 *****35.00

If you have any questions, please call (800) 761-3339.

Sincerely,

Scott A. Rice

~~W98000005696~~

Name Availability	
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledger	K M
W. P. Verifier	K :

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DIVISION OF CORPORATIONS
98 APR 10 AM 11:43



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 13, 1998

DYNAMIC OFFERING, INC.
1600 S. FEDERAL HWY., STE. 961
POMPANO BCH., FL 33062

SUBJECT: FULCOM FUND, LTD.
Ref. Number: W98000005696

We have received your document for FULCOM FUND, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires all corporate documents to be typewritten or printed.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The document must have original signatures.

The total amount due is \$87.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 498A00013856

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DYNAMIC OFFERINGS, INC.

April 6, 1998

Attn: Kenny
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Fulcrum Fund, Ltd.
W98000005696

Dear Sir or Madam:

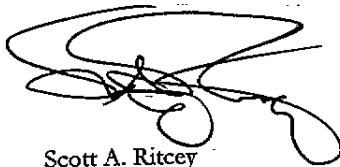
I recently filed Limited Partnership papers for Fulcrum Fund, Ltd. Enclosed is the corrected information. You have already received payment of \$52.50 for the Limited Partnership fee as well \$35.00 for the Registered Agent fee.

Please return all documents to:

Dynamic Offerings, Inc.
1747 Van Buren Street
Penthouse
Hollywood, FL 33020

If you have any questions, please call (800) 761-3339.

Sincerely,



Scott A. Ritcey

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CERTIFICATE OF LIMITED PARTNERSHIP

OF Fulcrum Fund, Ltd.

The undersigned person(s) adopts the following Certificate of Limited Partnership for the limited partnership named below pursuant to Section 15621 of the Corporations Code of the state of California.

ARTICLE 1

Name

1.01. The name of the Limited Partnership is Fulcrum Fund, Ltd.

ARTICLE 2

Business Address

2.01. The business address of Limited Partnership is 400 Alabama Ave., Suite 7, West Palm Beach, FL, 33401

ARTICLE 3

Registered Agent and Address

3.01. **Registered Agent.** The name of the Registered Agent is Hector A. Cortes.

3.02. **Registered Office.** The Florida street address for the Registered Agent is 1600 S. Federal Hwy., Suite 961, Pompano Beach, FL, 33401.

ARTICLE 4

Mailing Address

4.01. The mailing address of the Limited Partnership is 400 Alabama Ave., Suite 7, West Palm Beach, FL, 33401.

ARTICLE 5

Dissolution

5.01. The latest date upon which the Limited Partnership is to be dissolved is December 31, 1998

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CERTIFICATE OF LIMITED PARTNERSHIP

FULCRUM FUND, LTD. • LIMITED PARTNERSHIP

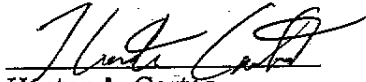
ARTICLE 6

General Partner

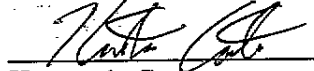
6.01. The name of the general partner is Carinthia Capital Corporation, 400 Alabama Ave., Suite 7, West Palm Beach, FL 33401

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6 day of April, 1998



Héctor A. Cortés
President, Chief Executive of General Partner



Hector A. Cortés
Registered Agent

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CERTIFICATE OF LIMITED PARTNERSHIP

FULCRUM FUND, LTD. • LIMITED PARTNERSHIP

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIPS
OF Fulcrum Fund, Ltd.

ARTICLE 1

Contributions

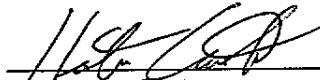
1.01. The undersigned constituting all of the general partners of Fulcrum Fund, Ltd., a Florida Limited Partnership, certify that the amount of capital contributions to date of the Limited Partners is \$ 0.00.

1.02. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 0.00.

FUTHER AFFIANT SAYETH NOT,

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 6 day of April, 1998



Hector A. Cortes
President, Chief Executive of General Partner



Hector A. Cortes
Registered Agent

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CERTIFICATE OF LIMITED PARTNERSHIP

FULCRUM FUND, LTD. • LIMITED PARTNERSHIP