

GREENBERG

ATTORNEYS AT LAW

A98000000950

April 15, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Filing of Certificate of Limited Partnership*- STRATEGIC ACQUISITION VENTURES, LTD.

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of the Certificate of Limited Partnership for the above reference entity. Also, enclosed please find a check in the amount of \$140.00 to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,

Michele Turton

Michele Turton
Paralegal

Encls.

cc: Todd Rumberger, Esq.

ORLANDO/TURTONM/40220/v18011.DOC/4/15/98

CP 87.50
CERT 52.50

GREENBERG TRAUIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

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****140.00 ****140.00

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4/16/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STRATEGIC ACQUISITION VENTURES, LTD.**

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CORPORATIONS
DIVISION
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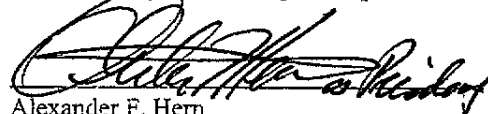
THE UNDERSIGNED, constituting the general partner of **STRATEGIC ACQUISITION VENTURES, LTD.** (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name** The name of the Partnership shall be **STRATEGIC ACQUISITION VENTURES, LTD.**
2. **Registered Agent** The initial registered office of the Partnership in the State of Florida is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695. The name of the initial registered agent is Rip Leonard at the above address.
3. **General Partner** The name and address of the general partner of the Partnership is:
STRATEGIC ACQUISITION VENTURES, INC.
101 Philippe Parkway, Suite 300
Safety Harbor, Florida 34695
898000034895
4. **Partnership Address** The office and mailing address for the Partnership shall be 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695.
5. **Dissolution** The latest date upon which the Partnership will dissolve is December 31, 2048.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

STRATEGIC ACQUISITION VENTURES, INC.

a Florida Corporation, as general partner



Alexander F. Hern

Its: President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, general partner of **STRATEGIC ACQUISITION VENTURES, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows: _

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1. The amount of capital contributions of the limited partners is \$ zero.
2. The anticipated amount of the capital contributions of the limited partners will be \$ zero.

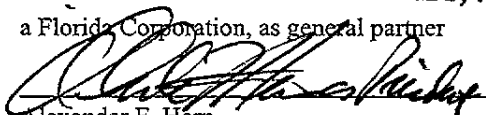
Dated this 14th day of April, 1998.

FURTHER AFFLIANT SAYETH NOT.

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

STRATEGIC ACQUISITION VENTURES, INC.

a Florida Corporation, as general partner




Alexander F. Hern

Its: President

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 14th day of April, 1998, by Alexander F. Hern, President of Acquisition Ventures, Inc., a Florida corporation, the general partner of the above-referenced Partnership, who is personally known to me or has produced _____ as identification.

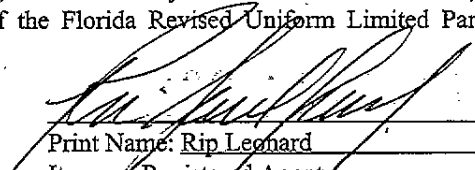

Print name: Michele JANE TURTON
Notary Public, State of FLORIDA
Commission Number: CC 441184
My commission Expires: 02/22/99



MICHELE JANE TURTON
My Commission CC441184
Expires Feb. 22, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).



Print Name: Rip Leonhard

Its: Registered Agent

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