



**THE UNITED STATES
CORPORATION**
COMPANY

COST LIMIT : \$ PPD

900002495139--5
-04/21/98--01046--019
***1837.50 ***1837.50

A980000000985

FILED
98 APR 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 21 PM 12:00
DIVISION OF CORPORATION

W98000008896



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

DEBORAH SCHRODER
CSC
TALLAHASSEE, FL 32301

SUBJECT: MRM, LTD.
Ref. Number: W98000008896

We have received your document for MRM, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 998A00021443

CERTIFICATE OF LIMITED PARTNERSHIP
MRM, LTD.

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. **Name.** The name of this limited Partnership shall be "MRM, Ltd."

2. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

Dennis R. Marcotte
442 West Kennedy Boulevard
Suite 200
Tampa, Florida 33606

3. **General Partner.** The name and business address of the general partner is:

Del F. Marcotte & Associates, Inc.
442 West Kennedy Boulevard
Suite 200
Tampa, Florida 33606

4. **Mailing address and Principal office address.** The principal office address of the limited partnership is: 442 West Kennedy Boulevard, Suite 200, Tampa, Florida 33606, and the mailing address of the limited partnership is: Post Office Box 10493, Tampa, Florida 33679.

5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2048.

DEL F. MARCOTTE & ASSOCIATES, INC.

By: _____

Dennis R. Marcotte, President

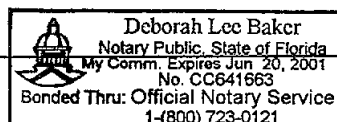
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th of April, 1998, by Dennis R. Marcotte, as President of Del F. Marcotte & Associates, Inc., who is personally known to me or who has produced N/A as identification.

Print Name Deborah Lee Baker

"NOTARY PUBLIC"

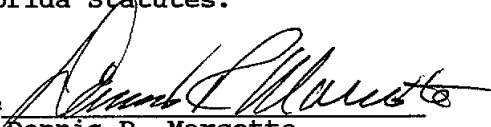
My Commission Expires:



CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated limited partnership, at the place designated in its Certificate of Limited Partnership, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 620.192(2), Florida Statutes.

Signature


Dennis R. Marcotte
Registered Agent

Date

4-20-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 21 PM 2:20

FILED

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared DENNIS R. MARCOTTE, as President of DEL F. MARCOTTE & ASSOCIATES, INC., a Florida corporation, known to me to be the general partner of MRM, LTD., a Florida limited partnership, who, before me first duly sworn, declares as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,980.00.

2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$5,000,000.00.

DEL F. MARCOTTE & ASSOCIATES, INC.

By: Dennis R. Marcotte
Dennis R. Marcotte, President

FILED
98 APR 21 10 PM 2:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th of April, 1998, by Dennis R. Marcotte, as President of Del F. Marcotte & Associates, Inc., a Florida corporation, who is personally known to me or who have produced NIA as identification.

Deborah Lee Baker
Print Name Deborah Lee Baker

"NOTARY PUBLIC"

My Commission Expires:

