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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
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ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: TV VISION PARTNERSHIP, LTD.

AUDIT NUMBER.....H98000014604

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...0

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TV VISION PARTNERSHIP, LTD.**

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is:

TV VISION PARTNERSHIP, LTD.

II. Records of the Partnership

The address of the office in Florida at which place the records of the partnership shall be maintained is as follows:

915 Middle River Drive, Suite 409
Fort Lauderdale, Florida 33304

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation, Inc.
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:

Kenneth D. Kossow, Esq.
Fla. Bar No.: 0012203
Holland & Knight
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

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IV. General Partner

The name and business address of the general partner of the partnership is as follows:

TV Vision, Inc.
915 Middle River Drive, Suite 409
Fort Lauderdale, Florida 33304
998-68320

V. Mailing Address

The mailing address of the partnership is as follows:

c/o TV Vision, Inc.
915 Middle River Drive, Suite 409
Fort Lauderdale, Florida 33304


VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2048.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on August 6, 1998.

GENERAL PARTNER:

TV Vision, Inc.,
a Florida corporation

By: 
Name: Kenneth D. Kossow
Title: Incorporator

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT TV Vision Partnership, Ltd.

WITH ITS PLACE OF BUSINESS AT 915 Middle River Drive, Suite 409, Fort Lauderdale, FL 33304

HAS NAMED Intrastate Registered Agent Corporation, Inc., a Florida corporation

LOCATED AT 701 Brickell Avenue, Suite 3000, Miami, Florida 33131

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GENERAL PARTNER:

TV Vision, Inc.,
a Florida corporation

By: 

Name: Kenneth D. Kossow

Title: Incorporator

Date: August 6, 1998

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Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this certificate, Intrastate Registered Agent Corporation, Inc., a Florida corporation, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

REGISTERED AGENT:

Intrastate Registered Agent Corporation, a Florida corporation

By: 

Name:

Title: Vice President

Date: August 6, 1998

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Kenneth D. Kossow, having been sworn, hereby declare and certify that I am the Incorporator of TV Vision, Inc., a Florida corporation, which corporation is the sole general partner of TV Vision Partnership, Ltd., a Florida limited partnership (the "Partnership"), and that:

1. The amount of the initial capital contributions of the limited partners of the Partnership is \$0-.
2. The total amount of capital anticipated to be contributed by the limited partners of the Partnership is \$3,600,000.00

This 6th day of August, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

TV Vision, Inc.,
a Florida corporation

By: *K. Kossow*
Name: Kenneth D. Kossow
Title: Incorporator
Date: August 6, 1998

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**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I am a Notary Public authorized to administer oaths and to take acknowledgements in and for the state and county set forth above. The foregoing Affidavit of Capital Contributions was acknowledged, subscribed, and sworn to before me by Kenneth D. Kossow on this 6th day of August, 1998.

Personally Known X
Produced Identification _____
Type of Identification _____

MIAA-645764

Kim M Lucas
Notary Public - State of Florida
Print Notary Name: *Kim M Lucas*
My Commission Number is: *CC590899*
My Commission Expires: *10-6-00*



Kim M. Lucas
MY COMMISSION # CC590899 EXPIRES
October 6, 2000
BONDED THRU TROY FARM INSURANCE, INC.

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