

A98000002056



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 949633 9435A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 2, 1998

ORDER TIME : 2:14 PM

ORDER NO. : 949633-005

CUSTOMER NO: 9435A

CUSTOMER: Rodney L. Russell, Esq
RUSSELL LAW OFFICES P.A.

537 N. Magnolia Avenue

Orlando, FL 32802

DOMESTIC FILING

NAME: ROSE HILL VENTURE, LTD

900002631779--3

-09/04/98--01008--025

***1276.80 ***1276.80

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 9:35

1,224.31

(3)

MK

9/4/98

RECEIVED
98 SEP -4 AM 8:36
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
of
ROSE HILL VENTURE, LTD.
(A Florida Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 9:35

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, and being first duly sworn, does hereby certify as follows:

1. *Name of Limited Partnership.* The name of the limited partnership shall be **ROSE HILL VENTURE, LTD.**

2. *Office Address and Registered Agent.* The registered address for the office of the limited partnership is 735 North Thornton Avenue, Orlando, Florida 32803, and the name of the registered agent of the limited partnership for service of process at that address is Sunia Piermont.

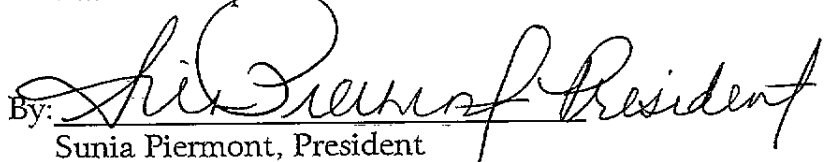
3. *General Partner.* The name and address for the sole General Partner for the limited partnership is Rose Hill Venture Corp., a Florida corporation, whose address is 735 North Thornton Avenue, Orlando, Florida 32803.

4. *Mailing Address.* The mailing address for the limited partnership is 735 North Thornton Avenue, Orlando, Florida 32803.

5. *Term of Partnership.* The limited partnership shall commence on the date that the initial Certificate of Limited Partnership is duly filed with the State of Florida, Secretary of State, and shall continue in existence for an indefinite term until terminated, liquidated, or dissolved by law or as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the day and year first above written.

ROSE HILL VENTURE CORP.,
a Florida corporation

By:  President
Sunia Piermont, President

AFFIDAVIT OF AMOUNT OF CAPITAL CONTRIBUTIONS TO

ROSE HILL VENTURE, LTD.

(A Florida Limited Partnership)

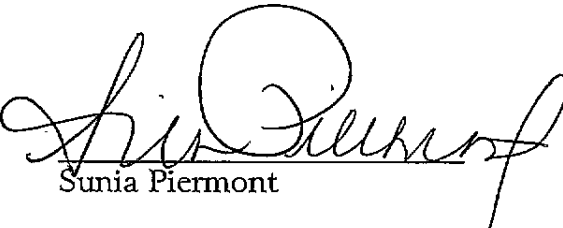
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BEFORE ME, this day, personally appeared Sunia Piermont, who, being first duly sworn, deposes and says:

1. The statements set forth herein are based upon personal knowledge.
2. I am president of Rose Hill Venture Corp., a Florida corporation.
3. This affidavit is submitted with the Certificate of Limited Partnership of Rose Hill Venture, Ltd., a Florida limited partnership, pursuant to and for the purposes of Section 620.108, Florida Statutes.
4. The amount of cash and the description of, and the agreed value of, any other property contributed by each Limited Partner is:

(a) Rasu, Inc.:	\$25,000.00;
(b) Sura, Inc.:	\$25,000.00;
(c) Fernando Sikes, Trustee:	\$119,900.00; and
(d) Golden Florida Management, Inc:	\$1.00.
5. No Limited Partner shall be obligated to make additional capital contributions to the limited partnership beyond maintaining the amount of his or her initial capital contributions.

FURTHER AFFLIANT SAYETH NOT.


Sunia Piermont

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 9:35

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Sunia Piermont, who is personally known to me or who has produced _____, (type of identification) as identification and who did take an oath, and named in the foregoing instrument, and that he/she acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily.

9th WITNESS my hand and official seal in the County and State last aforesaid this day of September, 1998.

Sharon S. Wilson
Notary Public

Print name: _____

(Notary Seal)



SHARON S. WILSON
Notary Public, State of Florida
My Comm. Exp. May 25, 2001
Comm. No. CC 645259

RLO a:\RoseHill\affidavit.ltd

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT OF

ROSE HILL VENTURE, LTD.

(A Florida Limited Partnership)

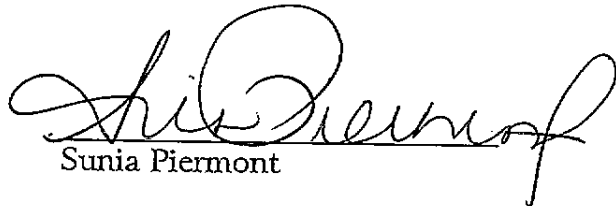
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The following is submitted in compliance with the laws of the State of Florida. ROSE HILL VENTURE, LTD., a Florida limited partnership, organizing under the laws of the State of Florida, with its principal office located at 735 North Thornton Avenue, Orlando, Florida 32803, has named Sunia Piermont, whose address is 735 North Thornton Avenue, Orlando, Florida 32803, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent: to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of the limited partnership authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

REGISTERED AGENT:


Sunia Piermont

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Piermont, who is personally known to me or who has produced _____, (type of identification) as identification and who did take an oath, and named in the foregoing instrument, and that she acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily.

1 WITNESS my hand and official seal in the County and State last aforesaid this day of September, 1998.

(NOTARY SEAL)


Notary Public

Print name:



SHARON S. WILSON
Notary Public, State of Florida
My Comm. Exp. May 25, 2001
Comm. No. EC 645259