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REPLY TO: TALLAHASSEE

December 1, 1998

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E. CLINT SMAWLEY
GERALD C. WESTER
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.F.A.

Via Hand Delivery

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

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-12/01/98-01056-011

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

RE: Financial Resource Technology, Inc.
- and -
Financial Resource Technology, L.P.

Gentlemen:

Enclosed please find for immediate filing the originals and two photocopies of each of the following documents.

Articles of Incorporation of Financial Resource Technology, Inc., a for profit corporation, with attached Acceptance of Registered Agent.

Certificate of Limited Partnership of Financial Resource Technology, L.P. with attached Affidavit of Capital Contributions.

RECEIVED

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DIVISION OF CORPORATIONS

BK
12/1/98

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Letter to the Division of Corporations
December 1, 1998
Page 2

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DIVISION OF CORPORATIONS
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3. Agreement and Consent of Registered Agent for Financial Resource Technology, L.P.

Financial Resource Technology, Inc., is the sole general partner of Financial Resource Technology, L.P.

Please file the originals of these papers and stamp and certify both sets of photocopies. Please also furnish certificates of status both for the corporation and for the limited partnership. Due to a filing deadline today with another Florida agency, a representative of our firm will wait for the certified copies and certificates of status.

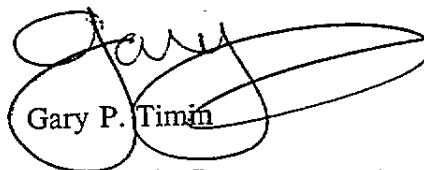
Enclosed is our firm's check in the amount of \$385.00, computed as follows:

| | |
|------------------------------------|----------|
| New Corporation Filing fee | \$ 70.00 |
| 2 Certified Copies | 105.00 |
| Certificate of Status | 8.75 |
| New Limited Partnership Filing fee | 52.50 |
| Registered Agent fee | 35.00 |
| 2 Certified Copies | 105.00 |
| Certificate of Status | 8.75 |
| Total | \$385.00 |

Note that the Affidavit of Capital Contributions states that the only such contributions by the limited partner is \$100.00

Should you have any question about these papers or desire more information, please speak with our representative or feel free to call me. Thank you for your timely assistance.

Sincerely,


Gary P. Timin

Enclosures

cc(w/o encl.): John P. Seall (fax)

STATE OF FLORIDA
COUNTY OF ORANGE

CERTIFICATE OF LIMITED PARTNERSHIP of
FINANCIAL RESOURCE TECHNOLOGY, LTD.

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The undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certifies:

1. The name under which the partnership is to be conducted is Financial Resource Technology, Ltd.

2. The character of the business intended to be transacted by the partnership is operating as a certified capital company within the meaning of Section 288.99, Florida Statutes.

3. The location of the principal place of business is to be at 503 East Central Boulevard, Suite 1501, Orlando, Florida 32801.

4. The name and place of residence of the sole general partner is Financial Resource Technology, Inc. 503 East Central Boulevard, Suite 1501, Orlando, Florida 32801.

5. The partnership shall exist until January 1, 2050, which is the latest date on which the partnership is to dissolve. *98-000099886*

6. The amount of cash contributed by the limited partner is \$100.00; no other property has been contributed by the limited partner.

7. No additional contributions are agreed to be made by the limited partner.

8. The time agreed on when the contribution of the limited partner is to be returned is upon dissolution of the partnership.

9. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his contribution is .0002%.

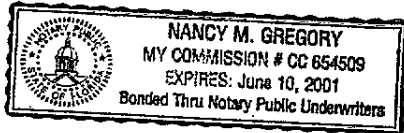
10. The General Partner may amend this Certificate at any time, and from time to time, with the consent of the Limited Partner.

11. The address of the office of the limited partnership is 503 East Central Boulevard, Suite 1501, Orlando, Florida 32801. The agent for service of process is John P. Seall, whose address is 503 East Central Boulevard, Suite 1501, Orlando, Florida 32801.

In Witness Whereof, the undersigned has executed this Certificate this 29th day of November, 1998.

General Partner:
Financial Resource Technology, Inc.

By: Robert Thome
As its: President and CEO



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DIVISION OF CORPORATIONS
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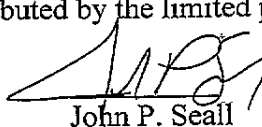
STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FINANCIAL RESOURCE TECHNOLOGY, LTD.

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DIVISION OF CORPORATIONS
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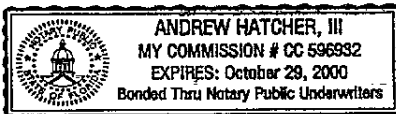
The undersigned being duly sworn states:

1. The undersigned is an officer of the general partner of Financial Resource Technology, Inc., the general partner of the above-referenced partnership.
2. The amount of the capital contribution of the limited partner of the partnership is \$100.00.
3. No further amount is anticipated to be contributed by the limited partner.


John P. Seall

SWORN TO AND SUBSCRIBED before me
this 25th day of November, 1998.


Andrew Hatcher III




Agreement and Consent
of Registered Agent

The undersigned John P. Seall consents to his appointment as registered agent of Financial

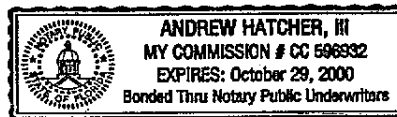
Resource Technology, Ltd. and agrees to maintain its registered office for service of process at 603

E. CENTRAL BLVD, Suite 1501, Orlando, Florida.

This 25th day of November, 1998


John P. Seall





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DIVISION OF CORPORATIONS
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