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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Gregush Associates Limited

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Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

RUSH

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DIVISION OF CORPORATIONS
98 DEC 21 PM 4:13

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JK 12/21/98

Ordered By: _____

Date: _____

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GREGUSH ASSOCIATES, LIMITED,
a Florida Limited Partnership

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DIVISION OF CORPORATIONS
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The undersigned General Partner, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act, as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The Partnership's name is GREGUSH ASSOCIATES, LIMITED, a Florida Limited Partnership.
2. The address of the office of the Partnership is:

287 George Road
Port Charlotte, FL 33952
3. The name and street address of the Agent for service of process on the Partnership are as follows:

Jane Gregush
287 George Road
Port Charlotte, FL 33952
4. The name and business address of the General Partner are as follows:

GREGUSH HOLDINGS, INC., a Florida corporation
287 George Road
Port Charlotte, FL 33952 *page 05684*
5. The mailing address of the Partnership is:

287 George Road
Port Charlotte, FL 33952
6. The latest date on which the Limited Partnership is to be dissolved and its affairs wound up is December 31, 2050, - unless the term of the Partnership is further extended by a Majority in Interest of the Partners, as defined in the Partnership Agreement.
7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the Certificate of Limited Partnership with the Florida Department of State.

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The execution of this Certificate by the undersigned General Partner constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Jane Gregush, as President of GREGUSH HOLDINGS, INC., a Florida corporation, the General Partner of GREGUSH ASSOCIATES, LIMITED, a Florida Limited Partnership, this 18th day of Dec., 1998.

WITNESSES:

[Signature]
[Signature]

GREGUSH HOLDINGS, INC.,
a Florida corporation

By: [Signature]
JANE GREGUSH, President
"GENERAL PARTNER"

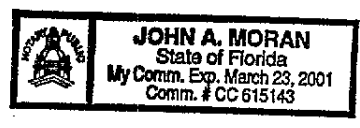
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of Dec., 1998, by JANE GREGUSH, who [] is personally known to me or [] has produced _____ as identification, in his/her capacity as President of GREGUSH HOLDINGS, INC., a Florida corporation, the General Partner of GREGUSH ASSOCIATES, LIMITED, a Florida Limited Partnership.

[Signature]
Signature of Notary Public

Printed Name/My Commission Expires:

THIS INSTRUMENT PREPARED BY:
JOHN A. MORAN, ESQUIRE
Florida Bar No. 718335
DUNLAP & MORAN, P.A.
Post Office Box 3948
Sarasota, FL 34230-3948
Telephone: 941/366-0115
JAM:rr\p\Gregush.CLP



STATE OF FLORIDA
COUNTY OF SARASOTA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
GREGUSH ASSOCIATES, LIMITED,
a Florida Limited Partnership

BEFORE ME, the undersigned Notary Public, personally appeared JANE GREGUSH, as President of GREGUSH HOLDINGS, INC., a Florida corporation, the General Partner of GREGUSH ASSOCIATES, LIMITED, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the Limited Partners of the Partnership is \$ 100⁰⁰.
2. The amount of additional capital contributions of the Limited Partners of the Partnership anticipated is NONE.

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

WITNESSES:

GREGUSH HOLDINGS, INC.,
a Florida corporation

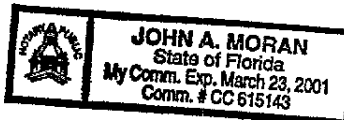
By: Jane Gregush
JANE GREGUSH, President
"GENERAL PARTNER"

The foregoing instrument was acknowledged before me this 18th day of Dec, 1998, by JANE GREGUSH, who is [] personally known to me or [] has produced _____ as identification, in her capacity as President of GREGUSH HOLDINGS, INC., a Florida corporation, as General Partner of GREGUSH ASSOCIATES LIMITED, a Florida Limited Partnership.

John A. Moran
Signature of Notary Public

Printed Name/My Commission Expires:

JAM:rr\p\Gregush.AFF




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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for GREGUSH ASSOCIATES, LIMITED, a Florida Limited Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I, JANE GREGUSH, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Date: 12/18/98



JANE GREGUSH
Registered Agent