BROWN DISTRIBUTING CO., INC.

1300 Allendale Road • P.O. Box 6667 • West Palm Beach, Florida 33405 • (561) 655-3791

January 7, 1999

* Florida Department of State 409 East Gaines Street Tallahassee, FL 32399

000002734870--5

SUBJECT: Entrada Technologies Management, Ltd.

Dear Clerk:

Enclosed please find two original signature copies of the Certificate of Limited Partnership, Affidavit of Capital Contributions of Limited Partners, and Designation of Registered Agent for Entrada Technologies, Ltd. together with a check in the amount of ONE HUNDRED SIXTY SIX DOLLARS TWENTY FIVE CENTS (\$166.25). Please file one copy of the enclosed documents and provide a Certificate of Fact and certified copies of all filed documents to the individual filing these documents on our behalf. Thank you for your assistance in this matter.

Sincerely,

Sean P. Kiernan, Esq. In-House Counsel

SPK/mth Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP OF

ENTRADA TECHNOLOGIES, LTD.

The undersigned hereby makes, subscribes, and files this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida:

ARTICLE I

Name

The name of this limited partnership shall be ENTRADA TECHNOLOGIES, LTD.

ARTICLE II

Principal Office and Agent for Service of Process

The principal office and the name and address of the Agent for Service of Process required to be maintained by F.S. 620.105 are as follows:

Principal Office

The principal office and mailing address of this limited partnership is:

Entrada Technologies I Ltd. 1300 Allendale Road West Palm Beach, FL 33405

Registered Agent for Service of Process

The name and Florida street address of the initial registered agent is:

Gary W. Stumpf 1300 Allendale Road West Palm Beach, FL 33405

ARTICLE III

General Partner

The name and business address of the sole General Partner of this limited partnership is:

Entrada Technologies Management, Inc.
1300 Allendale Road
West Palm Beach, FL 33405

Entrada Technologies Management, Inc. is a Florida corporation.

ARTICLE IV

Mailing Address

The mailing address of the limited partnership is as follows:

Entrada Technologies, Ltd. 1300 Allendale Road West Palm Beach, FL 33405

ARTICLE V

Dissolution Date

The latest date upon which the limited partnership is to dissolve is January 10, 2008.

ARTICLE VI

Commencement

This limited partnership shall commence its existence upon the filing of this Certificate of Limited Partnership in the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Limited Partnership this ______ day of January, 1999.

Entrada Technologies Management, Inc.

By: Larry E. Brown, President

CERTIFICATE OF DESIGNATION

OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 620.105, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, hereby submits the following statement, designating the Registered Office and Registered Agent within the State of Florida:

- 1) The Name of the limited partnership is ENTRADA TECHNOLOGIES, LTD.
- 2) The name and address of the initial Registered Agent and Office are as follows:

Gary W. Stumpf 1300 Allendale Road West Palm Beach, FL 33405

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent

JAN. 6, 1999

Date

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF ENTRADA TECHNOLOGIES, LTD.

COMES NOW, LARRY E. BROWN, President of ENTRADA TECHNOLOGIES

MANAGEMENT, INC., General Partner of ENTRADA TECHNOLOGIES, LTD., who, first being duly cautioned and sworn, states as follows:

- 1) This Affidavit is made pursuant to F.S. 620.108(1) to declare the amount of capital contributions made by the Limited Partners of Entrada Technologies, Ltd., and to declare any future amounts anticipated to be contributed by the Limited Partners. This Affidavit is attached to and accompanies the Certificate of Limited Partnership filed by Entrada Technologies, Ltd.
- 2) The undersigned, Entrada Technologies Management, Inc., is the sole General Partner named in the Certificate of Limited Partnership of Entrada Technologies, Ltd.
- 3) The Limited Partners of Entrada Technologies, Ltd., and their capital contributions are:

| Larry E. Brown 202 Angler Ave. Palm Beach, FL 33480 | \$2,000.00 | 20% |
|---|------------|-----|
| Betty G. Brown 202 Angler Ave. Palm Beach, FL 33480 | \$2,000.00 | 20% |
| Thomas Hugel 1336 Pine Rd. West Palm Beach, FL 33406 | \$2,000.00 | 20% |
| Jason Brown 1999 Trust 418 Barberry Lane Peachtree City, GA 30269 | \$800.00 | 8% |

| Reid Brown 1999 Trust 202 Angler Ave. Palm Beach, FL 33480 | \$800.00 | 8% | SECOND OF LINE |
|--|----------|----|----------------|
| Anthony W. Orrell 1999 Trust 1001 South Flagler Dr. #701 West Palm Beach, FL 33407 | \$800.00 | 8% | OF SETION |
| Wayne Orrell 1999 Trust 10908 Westek Drive Richmond, VA 23233 | \$800.00 | 8% | (|
| Angela Orrell 1999 Trust 10 Albert Mansion Albert Bridge Road London, England SW11IQB | \$800.00 | 8% | |

(4) No Limited Partner has committed to make additional capital contributions to the limited partnership and none are anticipated at this time.

FURTHER AFFIANT SAYETH NAUGHT.

Entrada Technologies Management, Inc.
By: Larry E. Brown, President

STATE OF FLORIDA)

) ss:

COUNTY OF PALM BEACH)

HEREBY CERTIFY that the foregoing Affidavit was sworn before me by Larry E.

Brown, President of Entrada Technologies Management, Inc., a Florida corporation, on behalf of said corporation, who is personally known to me, this ______ day of January, 1999.

Motapy/Public

(Notary seal)

My Commission Expires: 9/5/2000

p:\seank\entrada\affcap.doc