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JAN-15-99 08:57AM FROM-AKERMAN SENTERFITT EIDSON PA

954-463-5503

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Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

Jupiter Venture, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP

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 Jupiter Venture, 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:

75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida 33483

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:

Jim Zengage
75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida 33483

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IV. General Partners

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

Retail Concepts, Inc.
75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida 33483

097000073252

V. Mailing Address

The mailing address of the partnership is as follows:

75 N.E. 6th Avenue, Suite 214
Delray Beach, Florida 33483

Prepared By:
Drake M. Batchelder, Esq.
450 E. Las Olas Blvd., Suite 950
Ft. Lauderdale, FL 33301
(954) 463-2700
Florida Bar No.: 0117273

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VI. Dissolution

The latest date on which the partnership is to dissolve is January 1, 2060.

WHEREFORE, the undersigned, the general partner of the partnership, has executed this Certificate of Limited Partnership on January 11th 1999.

RETAIL CONCEPTS, INC.,
a Florida corporation,
as general partner

By:  Pres.
Name: Jim Zeigge
Title: President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting a general partner of Jupiter Venture, Ltd., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$1,000.00


The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.00.

Further affiant sayeth not.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 11th day of January, 1999.

RETAIL CONCEPTS, INC.,
a Florida corporation,
as general partner

By: 
Name: Jim Zeigge
Title: President

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TALLAHASSEE, FLORIDA

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LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 620.105, Florida Statutes, the following is submitted:

Jupiter Venture, Ltd. with its place of business at 75 Northeast 6th Avenue, Suite 214, Delray Beach, Florida 33483, names Jim Zengage at 75 Northeast 6th Avenue, Suite 214, Delray Beach, Florida 33483, as its agent to accept service of process within Florida.

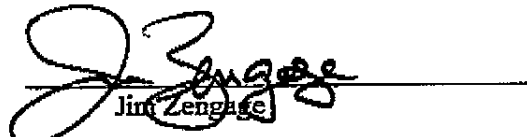
RETAIL CONCEPTS, INC.,
a Florida corporation,
as general partner

By: 
Name: Jim Zengage
Title: President

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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, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 620.192, Florida Statutes.

Dated this 11th day of January, 1999.


Jim Zengage

Ltdpartcert-dill