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JACK B. NICHOLS
CIVIL TRIAL ADVOCATE
801 NORTH MAGNOLIA AVENUE
SUITE 414
ORLANDO, FLORIDA 32803

CERTIFIED CIVIL TRIAL ADVOCATE BY:
THE FLORIDA BAR
NATIONAL BOARD OF TRIAL ADVOCACY

TELEPHONE 407 841-8823

FACSIMILE 407 849-5238

RA must sign January 13, 1999

00789-00524-00671

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
#12 mailing
Address

Re: Limited Partnership Filing

Dear Division of Corporations:

Enclosed, please find the following the limited partnership of Alligator Alley
Film, Ltd.:

Filing Fee: \$245.00

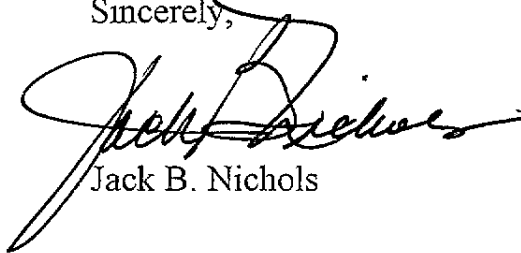
Affidavit of Capital Contributions

Certificate of Limited Partnership of Alligator Alley Film, Ltd.

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****245.00 ****245.00

If you need any additional information please call me.

Sincerely,


Jack B. Nichols

JBN/mcy
Enclosures

| | |
|-------------------|--|
| Name | |
| Availability | |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledgement | |
| W. P. Verifier | |

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ALLIGATOR ALLEY FILM, Ltd.**

We, the undersigned, desiring to form a partnership to the Florida Revised Uniform Limited Partnership Act as set forth in §§ 620.01 et seq. of the Florida Statutes, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is Alligator Alley Film, Ltd.

2. The character of the business intended to be transacted by the partnership is as follows: to obtain the necessary funds to finance a contract with Albedo Productions, Inc., to produce, distribute and exploit a screen play known as "Alligator Alley" into a motion picture film or video for a profitable business venture for the Partnership.

3. The location of the principal place of business is to be at 801 North Magnolia Avenue, Suite 414, Orlando, Florida 32803. The mailing address shall be the same.

4. (a) The name and place of residence of each general partner interested in the partnership are as follows:

Name:

Place of Residence:

Jack B. Nichols

20 Maitland Groves Road
Maitland, Florida 32751

5. The partnership shall exist for an indefinite period after this certificate is filed until terminated pursuant to the terms of the Partnership Agreement or unless changed by written agreement of the parties to the partnership.

6. The amount of cash and a description of, and the agreed value of, the other property contributed by each limited partner is as follows:

Britt Nichols

\$30,000.00 cash

7. Additional contributions may be made by each limited partner on the happening of events which indicate the Partnership requires additional capital as follows:

Britt Nichols or limited partners may make such additional contributions

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to the capital of the partnership as may from time to time be agreed upon by the general partners and the limited partners.

8. After all expenses are paid each limited partner shall receive cash disbursement by reason of his cash contributions upon receipt of net profits from the sale, marketing or distribution of the movie.

9. Each limited partner shall receive cash from the net profits of the partnership equal to his original contribution plus one percent of the net profits of the partnership for each \$3,000.00 unit the limited partner paid to the partnership.

10. The partnership retains the right for the General Partner to use a percentage of the net profits of the partnership as consideration for the services of parties performing service for the partnership rather than cash.

11. The partnership retains the right to continue the business on the death, retirement or insanity of the general partner by the written consent of the limited parties to a new general partner.

12. The address of the limited partnership is 801 North Magnolia Avenue, Suite 414, Orlando, Florida 32803.

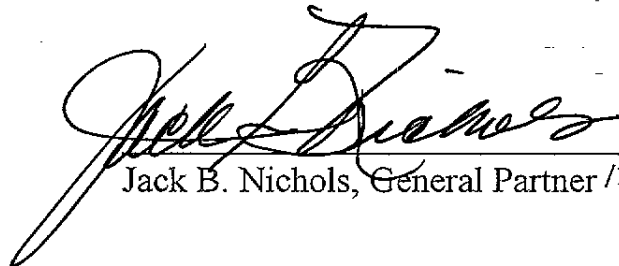
13. The agent for service of process is Jack B. Nichols whose address is 801 North Magnolia Avenue, Suite 414, Orlando, Florida 32803.

14. The name of the general partner is Jack B. Nichols and his address is 801 North Magnolia Avenue, Suite 414, Orlando, Florida 32803.

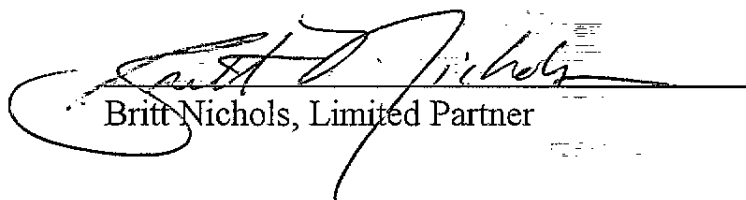
15. The latest date the limited partnership is to dissolve is January 15, 2011.

I witness, the undersigned have executed this certificate this 7th day of ~~December, 1998.~~

JANUARY, 1999



Jack B. Nichols, General Partner /Registered Agent



Britt Nichols, Limited Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Alligator Alley Film, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$30,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$30,000.00.

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.



Jack B. Nichols, General Partner

This 13th day of January, 1999.