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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 114893 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 27, 1999

ORDER TIME : 3:12 PM

ORDER NO. : 114893-010

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.O. Box 4550

Jacksonville, FL 32201

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***1837.50 ***1837.50

DOMESTIC FILING

NAME: VIRTUAL BUSINESS NETWORK, LTD.

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RECEIVED

99 JAN 28 PM 3:52

DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 28 PM 4:26

FILE
3
SECOND

mk 1/28/99

VIRTUAL BUSINESS NETWORK, INC.

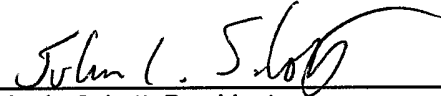
**5200 NEWBERRY ROAD, SUITE D-9
GAINESVILLE, FLORIDA 32607**

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SECRETARY OF STATE
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99 JAN 28 PM 4:26

On behalf of Virtual Business Network, Inc., a Florida corporation, the undersigned hereby consents to the filing of the limited partnership agreement for Virtual Business Network, Ltd., a Florida limited partnership, whose address is 5200 Newberry Road, Suite D-9, Gainesville, Florida 32607.

Virtual Business Network, Inc.

By: _____


John L. Schott, President
5200 Newberry Road, Suite D-9
Gainesville, Florida 32607

CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS

OF

VIRTUAL BUSINESS NETWORK, LTD.

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DIVISION OF CORPORATIONS
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The undersigned general partner files this Certificate of Limited Partnership of Virtual Business Network, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

- .1. NAME. The name of the limited partnership is Virtual Business Network, Ltd.
- .2. Principal Place of Business And Mailing Address of The Office at Which The Records Required to Be Maintained by The Partnership Under The Act Are Kept Is: 5200 Newberry Road, Suite D-9, Gainesville, Florida 32607.
- .3. Registered Agent of The Limited Partnership Will Be: Gerald H. McCoy, Jr.
- .4. Name And Address of The General Partner of The Partnership Are as Follows:

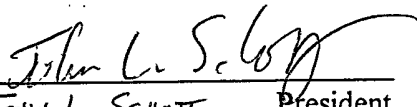
<u>NAME</u>	<u>ADDRESS</u>
P 98000028261 Virtual Business Network, Inc.	5200 Newberry Road, Suite D-9 Gainesville, Florida 32607
- .5. The Effective Date of This Limited Partnership Shall be: When this Certificate is filed with the Secretary of State.
- .6. The Latest Date Upon Which The Limited Partnership Is to Be Dissolved And Its Affairs Wound up Will Be: December 31, 2040
- .7. Contributions And Anticipated Contributions of Limited Partners: The limited partners will make initial capital contributions for their partnership interest of \$300,000.00.
- .8. Affirmation. Each general partner hereby acknowledges that pursuant to the Act:
 - .8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

.8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

.8.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 1st day of January, 99

Virtual Business Network, Inc.

By: 
JOHN L. SCHOTT, President
General Partner

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

FILED STATE
SECRETARY OF CORPORATIONS
99 JAN 28 PM 4:26

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

Virtual Business Network, Ltd., desiring to organize or qualify under the laws of the State of Florida hereby designates Gerald H. McCoy, Jr. its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 5200 Newberry Road, Suite D-9, Gainesville, Florida 32607.

DATED this 1st day of January, 1999

Virtual Business Network, Inc.

By: John L. Schott
John L. Schott, President
General Partner

Having been named as registered agent 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.

DATED this 1st day of January, 1999

Gerald H. McCoy, Jr.
Gerald H. McCoy, Jr., Resident Agent