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Division of Corporations

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Florida Department of State
Division of Corporations
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((H99000003194 0)))

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
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FLORIDA LIMITED PARTNERSHIP

Technology Resources Fund, L.P.

Name	
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Acknowledgement	DCC
P. Verifier	DCC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 1999

MICHAEL D. KARSCH, ESQ.
BROAD AND CASSEL
7777 GLADES ROAD, SUITE 300
BOCA RATON, FL 33434

SUBJECT: TECHNOLOGY RESOURCES FUND, L.P.
REF: W99000003254

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

When you returned your document you didn't include the fax cover page and you must include that. Also when you sent the document back in the general partner didn't sign the certificate this time, it was the first time.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000003194
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
TECHNOLOGY RESOURCES FUND, LTD.,
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is Technology Resources Fund, Ltd. (the "Partnership").

2. The address of the office of the Partnership is 5550 Glades Road, Suite 305, Boca Raton, Florida 33431.

3. The name and address of the agent for service of process on the Partnership is TRF Management, Inc., 5550 Glades Road, Suite 305, Boca Raton, Florida 33431.

4. The name and business address of each general partner is as follows:

TRF Management, Inc.
5550 Glades Road, Suite 305
Boca Raton, Florida 33431

5. The mailing address of the Partnership is 5550 Glades Road, Suite 305, Boca Raton, Florida 33431.

6. The latest date upon which the Partnership will dissolve is December 31, 2099.

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.

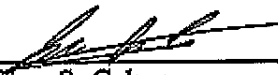
Michael D. Karsch, Esq.
Florida Bar Number 132195
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone No.: (561) 483-7000
Fax Audit Number: H99000003194 0

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This Certificate of Limited Partnership has been executed by the sole General Partner of Technology Resources Fund, Ltd. this 9th day of February, 1999.

GENERAL PARTNER:

TRF MANAGEMENT, INC.,
a Florida corporation



Jeffrey S. Cohen,
President

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Technology Resources Fund, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

TRF Management, Inc.,
a Florida corporation

By: 
Jeffrey S. Cohen,
President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Technology Resources Fund, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 9th day of February, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

TRF MANAGEMENT, INC.,
a Florida corporation

By: 

Jeffrey S. Cohen,
President

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