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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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FLORIDA LIMITED PARTNERSHIP

Morgan Dawes, ~~LLC~~ LTD

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 1999

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: MORGAN DAWES, LP
REF: W99000017457

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.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6967.

Michelle Hodges
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

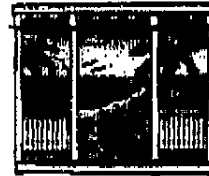
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RECEIVED

Morgan Dawes Inc

Estate Division

1102 Coconut Row Delray Beach Florida 33483-6712
Tel: 561 278 0099 Fax: 561 278 4882 Cell: 561 573 0205 Email: orca@bellsouth.net



26 th July 1999

Grieg
Corporate Creations
Miami

Re: Family Limited Partnership

I write to confirm that the above corporation gives permission to set up a family limited partnership with the name Morgan Dawes LP

yours Sincerely

Alan K Dawes.

Alan K Dawes
On behalf of Morgan Dawes Inc

H99000018548

CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the Limited Partnership is
Morgan Dawes, LTD.

2. The business address of the Limited Partnership is:
1102 Coconut Row
Delray Beach FL 33483

3. The name and Florida street address of the registered agent for service of process of the Limited Partnership is:

Alan Dawes
1102 Coconut Row
Delray Beach FL 33483


4. The mailing address of the Limited Partnership is:
1102 Coconut Row
Delray Beach FL 33483

5. The latest date upon which the Limited Partnership is to be dissolved is July 27, 2029 unless the Limited Partnership is continued by the consent of all partners.

6. The name and address of the general partner of the Limited Partnership is:

Alan Dawes
1102 Coconut Row
Delray Beach FL 33483

Signed on July 28, 1999 by the undersigned representative of each general partner.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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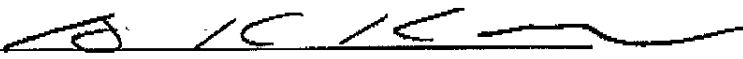
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED PARTNERSHIP:
Morgan Dawes, LTD.

REGISTERED AGENT/OFFICE:
Alan Dawes
1102 Coconut Row
Delray Beach FL 33483

I agree to act as registered agent to accept service of process for the limited partnership named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ALAN DAWES
by G.K. Kuroda as attorney-in-fact

Date: July 28, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Morgan Dawes, LTD., a Florida Limited Partnership, certify:

The amount of the capital contributions to date of the limited partners is \$2,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$35,000

Under the penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct to the best of my knowledge.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Date: July 28, 1999

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941 Fourth Street #200
Miami Beach FL 33139
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