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July 29, 1999

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Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find a **CERTIFICATE OF LIMITED PARTNERSHIP**, an **AFFIDAVIT OF CAPITOL CONTRIBUTIONS** and a **REGISTERED AGENT CERTIFICATE**, along with a check in the amount of \$1,837.50 for the applicable fees for filing and also fees for one **CERTIFIED COPY** for the following entity:

Atkins/ASA Ventures, Ltd.

Upon receipt, please "date stamp" the enclosed copy of Certificate of Limited Partnership etc. and call me when certificate is ready to be picked-up.

Very truly yours,

Bethany Herzog
Bethany S. Herzog

/bsh
enclosures
amc/ghrcorp/limited
Stiglitz

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ASA VENTURES, LTD.
a Florida limited partnership**

- I. Name. The name of the partnership shall be:

ASA VENTURES, LTD.

- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Robert B. Atkins
2700 Westhall Lane
Suite 140
Maitland, FL 32751

- III. General Partner. The name and business address of the general partner of the partnership is as follows:

Robert B. Atkins
2700 Westhall Lane
Suite 140
Maitland, FL 32751

- IV. The Mailing Address for the Limited Partnership:

2700 Westhall Lane
Suite 140
Maitland, FL 32751

- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this certificate, until dissolution. The latest date for the dissolution of this limited partnership shall be December 28, 2008.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of ASA Ventures, Ltd., a Florida limited partnership, and the undersigned, by executing this signature page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.


IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

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Executed this 28th day of July, 1999.

ASA VENTURES, LTD., a Florida Limited
Partnership

By:

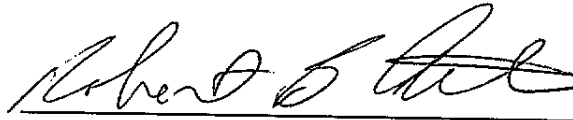

Robert B. Atkins, General Partner

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above-stated limited partnership, I hereby accept appointment as its 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 28th day of July, 1999.


Robert B. Atkins

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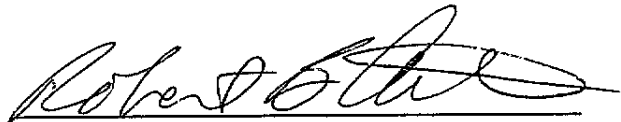
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, Robert B. Atkins, in his capacity as General Partner of ASA VENTURES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership" hereby certifies as follows:

1. The amount of capital contributions of the limited partners of the Partnership to date is \$10.00.
2. The anticipated amount of the capital contributions of the limited partners is \$3,000,000.00.

Signed this 28th day of July, 1999.

Under penalty of perjury, I declare that I have read the foregoing, and that the facts alleged are true and correct to the best of my knowledge and belief.



Robert B. Atkins, General Partner of ASA Ventures, Ltd.

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