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PINO AND DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

255 SOUTH ORANGE AVENUE
SIXTH FLOOR
POST OFFICE BOX 1511
ORLANDO, FLORIDA 32802

407-425-7831
FAX 407-422-7425

August 19, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: CENTURIAN FUND LTD.

900002969483--1

-08/25/99-01048-001

***140.00 ***140.00

Dear Sir:

Enclosed please find the Certificate of Limited Partnership for the above referenced entity, together with the required Affidavit for Certificate of Limited Partnership, the Designation and Acceptance of Registered Agent, and our client's check in the amount of \$140.00.

The check includes the filing fee of \$52.50, the certified copy fee of \$52.50, and the Registered Agent Designation Fee of \$35.00. Also enclosed is a copy of the documents for your use in sending us a certified copy.

Should you have any questions or need anything further, please call me at extension 1-1114.

Sincerely,

PINO & DICKS

By:



Patricia T. Wilson
Paralegal

PTW
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CENTURION FUND LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby state the following:

1. The name of the Partnership is CENTURION FUND LTD.

2. The character of the activity to be conducted by the Partnership is to invest in various security instruments related to entities and real estate in the United States of America and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, and hold various securities, including but not limited to stocks, bonds, options, limited partnership interests, options, other securities, real estate and secured instruments. The Partnership shall also have the power to pledge, lien and encumber the securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.

3. The location and mailing address of the principal place of business of the Partnership is 255 South Orange Avenue, Suite 600, P. O. Box 1511, Orlando, FL 32802.

4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by consent of the General Partner and Limited Partners or pursuant to the terms and conditions of the Limited Partnership Agreement.

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ORLANDO, FLORIDA

5. The name, place of business, units and percentage of shares of the sole

General Partner is:

THE PINO FAMILY CORPORATION
255 So. Orange Avenue, Suite 600
P. O. Box 1511
Orlando, FL 32802

Units

Percentage
Owned

1

1.0%

p97-107936

6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$1.00.

7. The Limited Partners shall be required to make an initial total capital contribution of securities or cash in the total amount of \$99.00.

8. Additional contributions by the Limited Partners will not be required but will be strictly voluntary.

9. The Limited Partners shall be entitled to the return of their capital contributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of their capital contributions is a total of ninety-nine percent (99%).

11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the

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TAMPA, FLORIDA

General Partner and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making this amendment.

12. The General Partner has the right to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be Partnership property distributed in kind pursuant to the terms of the Partnership Agreement.

IN WITNESS WHEREOF, we have hereto set our hands this 1st day of

July

1999, effective upon filing with the Florida Secretary of State.

"General Partner"

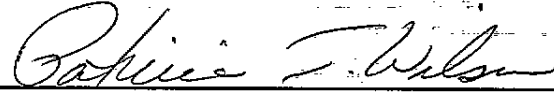
THE PINO FAMILY CORPORATION

By: _____

Laurence J. Pino, Its President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of July, 1999, by Laurence J. Pino, who is personally known to me, as President of THE PINO FAMILY CORPORATION, a Florida corporation and the General Partner of Centurion Fund Ltd., a Florida limited partnership, on behalf of the corporation and the limited partnership.

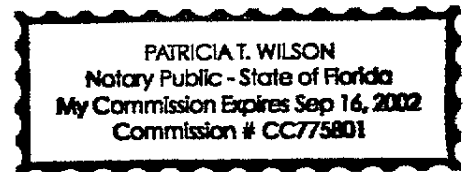


Notary Public, State of Florida

Printed name:

Commission No.:

Commission Expires:



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MANAGEMENT

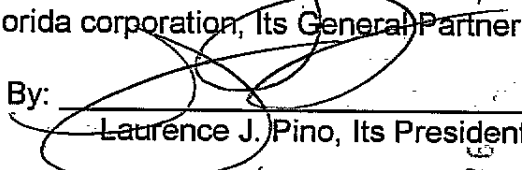
**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF CENTURION FUND LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that Centurion Fund Ltd., with its place of business at 255 South Orange Avenue, Suite 600, Orlando, FL 32801, has named its General Partner, THE PINO FAMILY CORPORATION, 255 South Orange Avenue, Suite 600, Orlando, FL 32801, as its agent to accept service of process within the State of Florida.

CENTURION FUND LTD.,
a Florida limited partnership

By: THE PINO FAMILY CORPORATION, a
Florida corporation, Its General Partner

By: 
Laurence J. Pino, Its President

Date: July 1, 1999

Having been named to accept Service of Process for the above-styled Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

THE PINO FAMILY CORPORATION, a
Florida corporation

By: 
Laurence J. Pino, Its President

Date: July 1, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 1 1999
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AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF CENTURION FUND LTD.

STATE OF FLORIDA
COUNTY OF ORANGE

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Laurence J. Pino, who is personally known to me, President of The Pino Family Corporation, the General Partner of Centurion Fund Ltd., ("Affiant"), who being first duly sworn, deposes and says;

1. That the total capital contribution by the Limited Partners to Centurion Fund Ltd. is \$99.00.

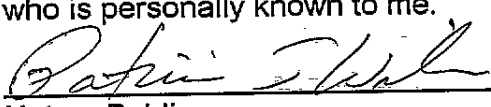
2. That the anticipated total capital contribution by the Limited Partners to Centurion Fund Ltd. is \$99.00.

FURTHER, AFFIANT SAYETH NAUGHT.



Laurence J. Pino

SWORN TO AND SUBSCRIBED before me
this 1st day of July, 1999, by Laurence J. Pino,
who is personally known to me.



Notary Public
(SEAL)

PATRICIA T. WILSON
Notary Public - State of Florida
My Commission Expires Sep 16, 2002
Commission # CC775801

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Notary Public - State of Florida
My Commission Expires Sep 16, 2002
Commission # CC775801

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REGISTRATION