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CERTIFICATE OF LIMITED PARTNERSHIP OF STRATEGIC PLACEMENT VENTURES, LTD.

THE UNDERSIGNED, constituting the general partner of STRATEGIC PLACEMENT VENTURES, LTD., (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

- Name The name of the Partnership shall be STRATEGIC PLACEMENT VENTURES, LTD.
- 2. Registered Agent The initial registered office of the Partnership in the State of Florida is: 4350 West Cyprus Street, suite 440, Tampa, Florida 33607. The name of the initial registered agent is: Riverson Leonard at the above address.
- 3. **General Partner** The name and address of the general partner of the Partnership is:

Strategic Placement Ventures, Inc. 4350 West Cyprus Street Suite 440 PG 4000 PG 4000 PG 238

- 4. Partnership Address The office and mailing address for the Partnership shall be: 4350 West Cyprus Street, suite 440, Tampa, Florida 33607.
- 5. <u>Dissolution</u> The latest date upon which the Partnership will dissolve is December 31, 2048.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

STRATEGIC PLACEMENT VENTURES, INC. a Florida Corporation, as general partner

Name: KIVBRSON S. LEONARO

Title: Mesund

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Somol of Switch Strains BEFORE ME, the undersigned, general partner of STRATEGIC PLACEMENT VENTURES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

- The amount of capital contributions of the limited partners is \$ zero. 1.
- The anticipated amount of the capital contributions of the limited partners will be \$ 2. zero.

Dated this 6 day of November, 1999.

FURTHER AFFIANT SAYETH NOT.

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

	STRATEGIC PLACEMENT VENTURES, INC. a Florida Corporation, as general partner	
	Name: RIVERSON S. LETNAND, J.	- <u></u>
	Title: Mendid	
STATE OF FLORIDA COUNTY OF ORANGE		
1999, by Nijerson J. Leonhich, as President	ledged before me this day of November, of STRATEGIC PLACEMENT VENTURES, INC., a e above-referenced Partnership, who is personally as identification.	
	Print name: Tpis P. WANER Notary Public, State of Commission Number:	



My commission Expires:

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).

Print Name: Riverson Leonard Its: Registered Agent