

A99000002054

MWG Capital Investments, LLC
833 Amber Road
Orlando, FL 32807
(407) 679-7000

RE: Cover letter for Organization / Formation of Apex Fund, LP

Contact Person: Michael Grohowski
Home #: 407-381-9482
Office #: 407-679-7000
Fax #: 413-541-6594

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-12/08/99--01054--008
***1793.75 ***1793.75

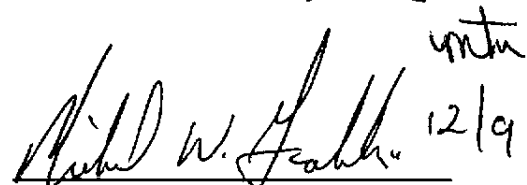
833 Amber Road
Orlando, FL 32807

Enclosed is a check for \$1793.75.
\$1750 for the filing fee, \$35 for the registered Agent designation and \$8.75 for a
certificate of status.
If there are any problems please call.

MWG Capital Investments, LLC is the General Partner of Apex Fund, LP.
Michael W. Grohowski is the owner of MWG Capital Investments, LLC.
MWG Capital Investments, LLC is registered in the state of Florida.

Thank you for your time.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Michael W. Grohowski
MWG Capital Investments, LLC

CERTIFICATE OF LIMITED PARTNERSHIP

1. Apex Fund, LP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 833 Amber Road, ORLANDO FL 32807
(Business address of Limited Partnership)
3. Michael W. Gachowski
(Name of Registered Agent for Service of Process)
4. 833 Amber Road ORLANDO, FL 32807
(Florida street address for Registered Agent)
5. Michael W. Gachowski
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. PO Box 574926 ORLANDO FL 32857
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 22

8. Name(s) of general partner(s): M99-1801 Street address:

MW6 Capital Investments, LLC 833 Amber Road

ORLANDO, FL

Under 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.

Signed this 1st day of December, 19 99.

Signature of all general partners:

MW6 Capital Investments, LLC
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Apex Fund, LP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000,000,000. (1 billion)

Signed this 1 day of December, 19 99

FURTHER AFFIANT SAYETH NOT.

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.

Mul6 Capital Investments, LLC

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA