

A99000002109

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON, D.C.
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
HOUSTON
JACKSONVILLE
LOS ANGELES
NEWARK
PITTSBURGH
SALT LAKE CITY
SAN FRANCISCO

50 N. LAURA STREET
SUITE 2800
JACKSONVILLE, FL 32202-3650

(904) 354-8000

FACSIMILE: (904) 353-1673

WRITER'S DIRECT DIAL:

(904) 357-5701

December 10, 1999

LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

PARIS
BRUSSELS

MOSCOW

RIYADH
(AFFILIATED OFFICE)

TASHKENT

BISHKEK

ALMATY

BEIJING

VIA FEDEX

600003068066--8
-12/13/99-01105-015
***1837.50 ***1837.50

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Remindline.com, Ltd.

Ladies and Gentlemen:

On behalf of our client, Remindline.com, Ltd., enclosed please find for filing with the Florida Department of State a Certificate of Limited Partnership. Also enclosed is check number 80011335 in the amount of \$1,837.50 made payable to the Florida Department of State. A breakdown of the filing costs are as follows:

\$1,750.00	Anticipated contributions by limited partners
35.00	Designation of Registered Agent
52.50	Fee for certified copy

The certified copy of the Certificate of Limited Partnership should be forwarded to my attention.

If you have any questions, please feel free to contact me.

Sincerely,

Steven E. Marshall

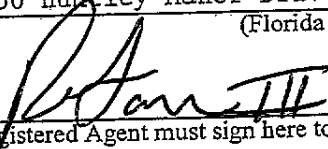
Steven E. Marshall
Paralegal

APPROVED
AND
FILED
99 DEC 13 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
JK137932

12-17-99

CERTIFICATE OF LIMITED PARTNERSHIP

1. Remindline.com, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 12850 Huntley Manor Drive, Jacksonville, Florida 32224
(Business address of Limited Partnership)
3. Robert Fankhauser, III
(Name of Registered Agent for Service of Process)
4. 12850 Huntley Manor Drive, Jacksonville, Florida 32224
(Florida street address for Registered Agent)
5.  12/9/99
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 12850 Huntley Manor Drive, Jacksonville, Florida 32224
(Mailing Address of the Limited Partnership)

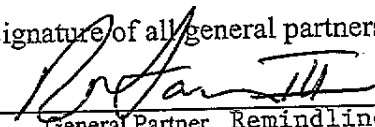
7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2030
8. Name(s) of general partner(s): _____ Street address: _____

Remindline.com, Inc. 12850 Huntley Drive, Jacksonville, FL 32224
999000097732

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 7th day of December, 19 99

Signature of all general partners:


General Partner Remindline.com, Inc.

General Partner

Robert Fankhauser, III

Irs: Chief Executive Officer

General Partner

General Partner

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 13 AM 8:05

APPROVED
AND
FILED

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

The undersigned constituting all of the general partners of Remindline.com, Ltd.

a Florida Limited Partnership, certify:

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

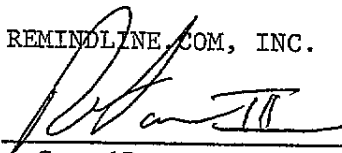
The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 10,000,000

Signed this 7th 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.

REMINDLINE.COM, INC.



General Partner

Robert Fankhauser, III

Its: Chief Executive Officer

General Partner

General Partner

General Partner

General Partner

General Partner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 13 AM 8:05

APPROVED
AND
FILED