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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Ltd.

1.) S.C.O.P.E. Partnership, Ltd.  
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

Name	
Availability	MAA
Document Examiner	MAA
Updater	MAA
Updater Verifier	MAA
Acknowledgement	MAA
W. P. Verifier	MAA

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**S.C.O.P.E. PARTNERSHIP, LTD.**

Notice is hereby given of the formation of a Florida limited partnership. The name of the limited partnership is S.C.O.P.E. PARTNERSHIP, LTD. (the "Partnership").

The business address of the Partnership is:

S.C.O.P.E. Partnership, Ltd.  
c/o T.D. Ventures, Inc.  
1660 Gulf Boulevard  
Suite 903  
Clearwater, Florida 33767

The name of the Registered Agent for service of process for the Partnership is:

T.D. Ventures, Inc.  
1660 Gulf Boulevard – Suite 903  
Clearwater, Florida 33767

The undersigned hereby accepts the appointment as the Registered Agent for service of process for the Partnership.

T.D. VENTURES, INC.

By: 

Terry A. Yimin  
President

The mailing address for the Partnership is the same as the business address of the Partnership.

The latest date upon which the Partnership is to be dissolved is December 31, 2048.

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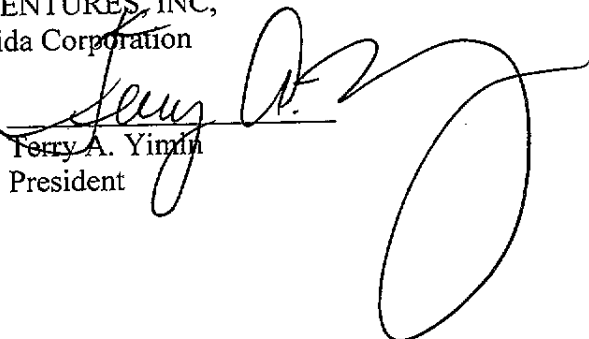
The name and address of the sole General Partner of the Partnership is as follows:

T.D. Ventures, Inc. 898-48789  
1660 Gulf Boulevard - Suite 903  
Clearwater, Florida 33767

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 20<sup>th</sup> day of May, 1998.

T.D. VENTURES, INC.,  
A Florida Corporation

By:

  
Terry A. Yimin  
President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, being the sole General Partner of S.C.O.P.E. PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), hereby certifies as follows:

The amount of capital contributions to date of the Limited Partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$100.00.

This affidavit is made as of the 20<sup>th</sup> day of May, 1998.

Under the penalties of perjury, the undersigned declares that he/she has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

T.D. VENTURES, INC., a  
Florida corporation

By:

*Terry A. Yimin*  
Terry A. Yimin  
President

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STATE OF FLORIDA :

COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of May, 1998, by TERRY A. YIMIN, President of T.D. VENTURES, INC., a Florida corporation. She is personally known to me or has produced Florida Drivers License as identification and did not take an oath.



*Emma Imhoff*  
NOTARY PUBLIC

My commission expires: 7-29-2000