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KEELEY, HAYES, DUDLEY, CAPPELLER & MEEKER
A Partnership of Professional Associations
Attorneys at Law

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Telephone: 561-392-4300
Facsimile: 561-392-4409

July 7, 1998

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

000002583270--0
-07/08/98-01080--004
***1785.00 ***1785.00

VIA FEDEX

Re: Filing of Documents

Dear Sir/Madame:

Enclosed for filing please find a Certificate of Limited Partnership for Tampa Bay Ice Hockey, Ltd.

Also enclosed is a check for filing fees in the amount of \$1,785.00.

Please file the enclosed documents upon receipt. In the event there are problems filing any of the foregoing please contact my office immediately. Please return original certificates by regular mail.

Very truly yours,

JOHN M. CAPPELLER, JR., P.A.

John M. Capper, Jr.

JMC/dr
Enclosures

98 JUL - 8 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name	John M. Capper, Jr.
Availability	279
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Examiner	279
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Updater	279
Verifier	279
Acknowledgement	279
W. P. Verifier	279

**CERTIFICATE OF LIMITED PARTNERSHIP FOR
TAMPA PRO-INLINE HOCKEY, LTD.**

- I. The name of the Limited Partnership shall be:

TAMPA PRO-INLINE HOCKEY, LTD.

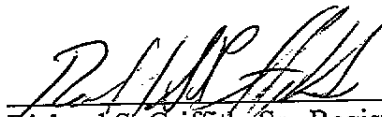
- II. The business address of the Limited Partnership is:

14354 Dulcimer Court
Orlando, Florida 32837

- III. The Registered Agent, and his street address, for Service of Process is:

Richard S. Griffith, Sr.
14354 Dulcimer Court
Orlando, Florida 32837

- IV. Signature of Registered Agent accepting designation as Registered Agent for Service of Process.


Richard S. Griffith, Sr., Registered Agent

- V. The mailing address of the Limited Partnership is:

14354 Dulcimer Court
Orlando, Florida 32837

- VI. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2048

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TALLAHASSEE, FLORIDA

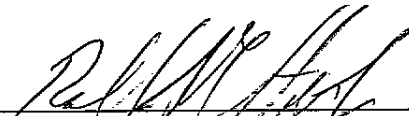
VII. The names of the General Partners are:

RSG HOLDINGS, INC. 14354 Dulcimer Court
Orlando, Florida 32837

198-32715

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 2 day of July, 1998.


Richard S. Griffith, Sr., President of
RSG HOLDINGS, INC., a Florida corporation.

STATE OF FLORIDA :
COUNTY OF ORANGE :

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 2nd day of July, 1998.


Notary Public

 Lizzie O'Connor
My Commission CC731799
Expires April 7, 2002

TAMPA PRO-INLINE HOCKEY, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the General Partners of TAMPA PRO-INLINE HOCKEY, LTD., a Florida Limited Partnership, certify:

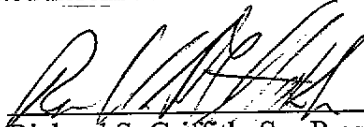
- I. The amount of capital contribution to date of the limited partners is \$-0-.
- II. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.00.

Signed this 2 day of July, 1998.

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TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Richard S. Griffith, Sr., President of RSG HOLDINGS, INC., a Florida corporation, General Partner

STATE OF FLORIDA :
COUNTY OF ORANGE :

Sworn to and subscribed before me this 2nd day of July, 1998.

 Lizzie O'Connor
My Commission CC731799
Expires April 7, 2002


Notary Public

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