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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

CEW

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Belz/Bass Limited Partnership

CERT - 52.50

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BELZ/BASS LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, does hereby certify:

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1. The name of the partnership is: BELZ/BASS LIMITED PARTNERSHIP.
2. The mailing address of the partnership is: c/o CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324. The partnership shall maintain the records required by Section 620.106 at such office.
3. The name and address of the partnership's agent for service of process is: CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.
4. The name and the business address of the general partner is: FOMSA, INC., 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103. The General Partner is authorized to transact business in Florida (see F98000003660).
5. The latest date upon which the partnership is to dissolve is December 31, 2060.

F98000003660

FOMSA, INC., General Partner

By: [Signature]

Date: June 3, 1999

Having been named to accept service of process for BELZ/BASS LIMITED PARTNERSHIP at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: June 3, 1999

CT Corporation System

By: [Signature]

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

EXHIBIT A

AFFIDAVIT

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The undersigned, as General Partner of BELZ/BASS LIMITED PARTNERSHIP, a Florida limited partnership, hereby declares:

1. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners are as follows:

Amount contributed by limited partners = \$1,000.00

Additional amount anticipated to be contributed by limited partners = \$ 0.00

Total \$1,000.00

2. This Affidavit is made pursuant to Section 602.108, Florida Statutes.

IN WITNESS WHEREOF, this Affidavit has been executed by the General Partner this 3rd day of June, 1999.

FOMSA, General Partner

By: 