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*****ALSO ADMITTED NEW YORK BAR

December 29, 1999

VIA : FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: THE SAMAR GROUP LIMITED PARTNERSHIP

To Whom it May Concern:

000003085060--6
-12/30/99--01084--012
****116.61 ****116.61

Enclosed please find two signed Certificates of Limited Partnership and a check in the amount of one hundred and sixteen dollars sixty-one cents (\$116.61) for the above referenced limited partnership.

As noted in the introductory statement, these Certificates reflect the conversion of an existing Florida Partnership into a Florida Limited Partnership. Additionally, please note, the Affidavit of Capital Contribution is encompassed in paragraph six (6) of the Certificate.

A filing date of 1999 is required for this limited partnership.

Thank you for your assistance with this matter. I will contact the Office of the Department of State during the week of January 3, 2000 to confirm the effective filing date of the limited partnership.

I hope you have a fun holiday weekend.

Very truly yours,

Denise S. Dockrey 1/4
Denise S. Dockrey, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

**THE SAMAR GROUP LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Uniform Limited Partnership Act, Chapter 620, section 8902 (the Florida Act), the undersigned hereby agree, certify and swear to this Certificate of Limited Partnership converting an existing general partnership into a limited partnership to be known as **"THE SAMAR GROUP LIMITED PARTNERSHIP"**:

1. **Name of General Partnership.** The name of the General Partnership is **"The Samar Group Partnership"**.

2. **Name of Limited Partnerhsip.** The name of the Limited Partnership is **"The Samar Group Limited Partnership"** (the **"Partnership"**).

3. **Number of votes affirming the conversion from a General Partnership into a Limited Partnership.** A unanimous vote of all partners of **THE SAMAR GROUP PARTNERSHIP** affirmed the conversion of **THE SAMAR GROUP PARTNERSHIP** into **THE SAMAR GROUP LIMITED PARTNERSHIP**.

4. **Business of Partnership.** The purpose of the Partnership is to purchase or accept title to Florida Lottery tickets and to share in the profits and losses arising from said tickets in proportion to each partner's respective interest in the Partnership.

5. **Office and Address of the Partnership; Agent for Service of Process.** The office of the Partnership for purposes of section 108(b) and (d) of the Florida Act and the office at which its records are maintained is c/o Samuel N. Dale, 4000 Island Boulevard, Unit 2404, Aventura, Florida. The name and address of the Partnership's agent for service of process in Florida for purposes of section 105 of the Florida Act is Samuel N. Dale, 4000 Island Boulevard, Unit 2404, Aventura Florida.

6. **Affidavit of Capital Contributions.** The undersigned hereby certify under the penalties of perjury that the facts herein are true and correct and that the amount of their capital contributions shall be the amount of their capital account in the existing general partnership. The total amount is \$11,659.00. The undersigned do not expect any additional capital to be contributed to the limited partnership.

5. **General Partners' Names and Business Addresses.** The name and business address of each of the general partners of the Partnership are as follows:

SAMUEL N. DALE
3015 South Ocean Boulevard
Unit 2B
Highland Beach, Florida

MARION DALE
3015 South Ocean Boulevard
Unit 2B
Highland Beach, Florida

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GERALD DALE, Trustee
88 Warren Road
Sudbury, Massachusetts

JUDITH WEINBERGER, Trustee
MELVIN S. SHULMAN, Trustee

JW 1994 REVOCABLE TRUST
4043 Northwest 58th Street
Boca Raton, Florida 33496

MELVYN S. SHULMAN, Trustee
JUMAR TRUST u/d/t 4/17/94
1330 Boylston Street
Chestnut Hill, MA 02167

LINDA ARONSON
4000 Island Boulevard Unit 2404
Aventura, Florida

MELVYN S. SHULMAN, Trustee
GDALEV TRUST, u/d/t 4/17/94
1330 Boylston Street
Chestnut Hill, MA 02167

8. Date of Dissolution of the Partnership. The latest date on which the Partnership is to dissolve is December 31, 2015.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have signed and sworn to this Certificate of Limited Partnership under the penalties of perjury as of this 27 day of December, 1999.

GENERAL PARTNERS:

Samuel N. Dale
SAMUEL N. DALE

Gerald A. Dale
GERALD DALE, Trustee
GERALD A. DALE FAMILY TRUST

Judith Weinberger, Trustee
MELVIN S. SHULMAN Trustee
JW 1994 REVOCABLE TRUST
u/d/t/ May 31, 1994

Melvyn S. Shulman, Trustee
MELVYN S. SHULMAN, Trustee
JUMAR TRUST u/d/t 4/17/94

Marion Dale
MARION DALE
Linda Aronson
LINDA ARONSON

Melvyn S. Shulman, Trustee
MELVYN S. SHULMAN, Trustee
GDALEV TRUST u/d/t 4/17/94

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