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April 19, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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***105.00 ***105.00

RE: ALL IN THE STARS, LTD.

Gentlemen:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for filing together with a check in the sum of \$105.00 representing the filing fee and registered agent fee. Please return a stamped copy to our office.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

GRAY, HARRIS, ROBINSON,
HOVIS, BOYETTE & CRAWFORD, P.A.


Wade Boyette

KWB/jcg
Enclosures

FILED
01 APR 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-607
qe



**CERTIFICATE OF
LIMITED PARTNERSHIP OF
ALL IN THE STARS, LTD.**

The undersigned, constituting all of the general partners, hereby execute this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be ALL IN THE STARS, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106, shall be located at 1311 S. Vineland Road, Winter Garden, FL 34787, and the name of the Partnership's agent for service of process is Wade Boyette, and the address of the registered agent is 1380 Grand Highway, Suite 200, Clermont, FL 34711.

3. Name and Business Address of the General Partners.

(a) The name and address of the General Partners are:

<u>Name</u>	<u>Address</u>
All In The Stars, Inc.	1311 S. Vineland Road Winter Garden, FL 34787

POI-10677

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be 1311 S. Vineland Road, Winter Garden, FL 34787.

5. Term. The term for which the Partnership is to exist shall be from the filing of this Certificate in the Office of the Secretary of State of the State of Florida until the 31st day of December, 2050, unless sooner terminated in accordance with the Limited Partnership for All In The Stars, Ltd.

DATED this 12 day of April, 2001.

FILED
APR 7 2001
CLERK OF THE
SECRETARY OF
STATE
TALLAHASSEE, FL

Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.


ALL IN THE STARS, INC.

By: 

Wolfgang Dueren, President, General Partner

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, 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.


WADE BOYETTE

FILED
01 APR 27 PM 5:00
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting all of the general partners of ALL IN THE STARS, LTD., a Florida Limited Partnership, certify as follows:

1. To date, the amount of capital contribution of the limited partner is \$10,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$10,000.00.

DATED this 13 day of April, 2001.

Under the penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

ALL IN THE STARS, INC.

By: _____

Wolfgang Dueren, President
General Partner

FILED
01 APR 27 PM 5:00
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA