

CORPORATE
ACCESS
INC.

236 East 6th Avenue Tallahassee, Florida 32301

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

A01000000618

WALK IN

PICK UP

5/3/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CERTIFIED COPY

CUS

PHOTO COPY

FILED Ltd

1.) Panthers Hockey Ltd.
(CORPORATE NAME & DOCUMENT #)

300004133633--7
-05/03/01--01036--013
****140.00 ****140.00

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

File 2nd

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -3 AM 10:14
TO AG KNOWLEDGE
SUFFICIENCY OF FILING

FILED
MAY -4 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

POI- 30221
3/1
5/7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

COPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: PANTHERS HOCKEY, LTD.
Ref. Number: W01000010069

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TALLAHASSEE, FLORIDA

We have received your document for PANTHERS HOCKEY, LTD. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$140.00 payment.

We assume that there probably is some relationship between this limited partnership and the Florida corporation now known as PANTHERS HOCKEY, INC. Please see the attached computer printout for P01000030221.

If it is the case that the entities are related, please resubmit your filing with a letter explaining the relationship.

If however, there is no relationship between the corporation and this limited partnership, then the limited partnership cannot use the name PANTHERS HOCKEY, LTD.

We apologize for the inconvenience we may have caused. The reason we were able to file your limited liability company PANTHERS HOCKEY LC is that under our new law limited liability company names are not checked for conflicts with existing entities.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr

Letter Attached
Thanks Ginda

Corporate Specialist

Letter Number: 501A00026400

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

BANK OF AMERICA TOWER
100 SOUTHEAST 2ND STREET
SUITE 2800
MIAMI, FLORIDA 33131-2144

TELEPHONE (305) 539-8400
FACSIMILE (305) 539-1307
E MAIL INFO@ZACKLAW.COM

REPLY TO: MIAMI OFFICE

**ZACK
KOSNITZKY**
PROFESSIONAL ASSOCIATION

WINDMILL PROFESSIONAL CAMPUS
17180 ARVIDA PARKWAY
SUITE 2
WESTON, FLORIDA 33326

TELEPHONE (954) 650-8699
FACSIMILE (954) 650-8697

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PANTHERS HOCKEY, INC.
PANTHERS HOCKEY, LTD.

Gentlemen:

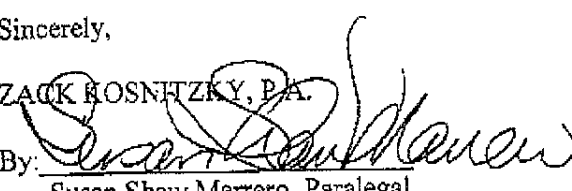
Please be advised that we are the legal counsel for the entities referenced above.
These are related entities. Therefore, please authorize the filing of Panthers Hockey, Ltd.

Should you have any questions, please contact the undersigned.

Sincerely,

ZACK KOSNITZKY, P.A.

By:


Susan Shaw Marrero, Paralegal

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PANTHERS HOCKEY, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of PANTHERS HOCKEY, LTD. Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

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TALLAHASSEE, FLORIDA

1. The name of the Partnership is PANTHERS HOCKEY, LTD.
2. The address of the office of the Partnership is:

c/o Zack Kosnitzky, P.A.
100 S.E. 2nd Street
28th Floor
Miami, FL 33131
3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

4. The name and business address of the General Partner is as follows:

PANTHERS HOCKEY LC *LD100 DDD 4921*
c/o Zack Kosnitzky, P.A.
100 S.E. 2nd Street
28th Floor
Miami, FL 33131

5. The mailing address of the Partnership is:

c/o Zack Kosnitzky, P.A.
100 S.E. 2nd Street
28th Floor
Miami, FL 33131

6. The latest date upon which the Partnership will dissolve is December 31, 2101.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

The undersigned has duly executed this Certificate of Limited Partnership of PANTHERS HOCKEY, LTD. this 2nd day of May, 2001.

GENERAL PARTNER:

By: PANTHERS HOCKEY LC

By: 

Alan P. Cohen, Manager

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for PANTHERS HOCKEY, LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By: Michael Kosnitzky
Michael Kosnitzky, President

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of PANTHERS HOCKEY, LTD., a Florida limited partnership, herein referred to as the "Partnership", certifies as follows:

1. The amount of capital contributions to date of the Limited Partners is as follows:

\$ 100.00

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals:

\$ 100.00

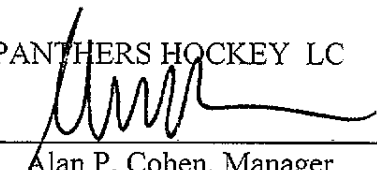
3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

By: PANTHERS HOCKEY LC

By: 
Alan P. Cohen, Manager

Dated: May 2, 2001

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TALLAHASSEE, FLORIDA