

MIRKIN & WOOLF, P.A.

Attorneys at Law

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November 21, 2001

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

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--11/26/01--01048--002
***1837.50 ***1837.50

Re: Certificate of Limited Partnership

Gentlemen:

Enclosed for filing please find an original and one copy of a Certificate of Limited Partnership for Palm Beach Brewery Associates, Ltd.

Also enclosed please find a check in the amount of \$1837.50 to cover the filing fee and fee for certified copies. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

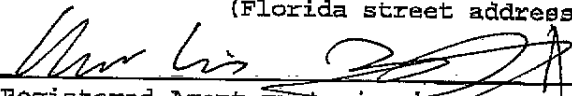
Mark H. Mirkin / deb

Mark H. Mirkin
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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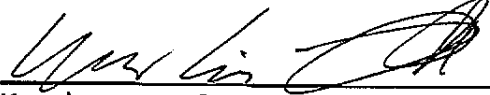
CERTIFICATE OF LIMITED PARTNERSHIP

1. Palm Beach Brewery Associates, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd." or "Limited Partnership")
2. 301 Yamato Road #3101, Boca Raton, Florida 33431
(Business address of Limited Partnership)
3. Morris L. Stoltz II
(Name of Registered Agent for Service of Process)
4. 301 Yamato Road #3101, Boca Raton, Florida 33431
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent
for Service of Process)
6. 301 Yamato Road #3101, Boca Raton, Florida 33431
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is:
December 31, 2021.
8. Name of general partner: Palm Beach Brewery Associates, Inc.
Street address: 301 Yamato Road #3101
Boca Raton, FL 33431

Under penalties 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.

Dated: November 19th, 2001

PALM BEACH BREWERY ASSOCIATES, INC.

By: 
Morris L. Stoltz II, President

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TALLAHASSEE, FLORIDA

P01-113651

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, the sole general partner of Palm Beach Brewery Associates, Ltd., a Florida limited partnership, certifies that:

1. The amount of capital contributions to date of the limited partners is \$1000.
2. The total amount contributed and anticipated to be contributed by the limited partners totals \$1,001,000.

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

Dated: November 19, 2001

PALM BEACH BREWERY ASSOCIATES, INC.

By: 

Morris L. Stoltz II, President

FILED
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TALLAHASSEE, FLORIDA