

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katharine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0383

From: GAIL S. ANDRE

Account Name : LOWNDES, BROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE CERTIFICATE OF LIMITED PARTNERSHIP WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 19, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE, THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA LIMITED PARTNERSHIP

POWER PLAY SPORTS & ENTERTAINMENT, LTD,

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$148.75

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STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 DEC 20

CERTIFICATE OF LIMITED PARTNERSHIP
OF
POWER PLAY SPORTS & ENTERTAINMENT, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be POWER PLAY SPORTS & ENTERTAINMENT, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 2655 North Ocean Drive, Suite 500, Singer Island, Florida 33404 or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Richard J. Fildes
215 North Eola Drive
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.

Power Play Fund I, Inc. 001-118609
2655 North Ocean Drive, Suite 500
Singer Island, Florida 33404

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

2655 North Ocean Drive, Suite 500
Singer Island, Florida 33404

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6. TERM. The partnership shall be dissolved on December 31, 2051, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 19th day of December, 2001.

GENERAL PARTNER

POWER PLAY FUND I, INC.,
a Florida corporation

By: 

Brian Wiita, President

01 DEC 20

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of POWER PLAY SPORTS & ENTERTAINMENT, LTD. are \$990.00 No additional capital contributions by the Limited Partners are required.

FURTHER AFFIANT SAYETH NOT.

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

EXECUTED this 19th day of December, 2001.

GENERAL PARTNER

POWER PLAY FUND I, INC.,
a Florida corporation


Brian Wirtz, President

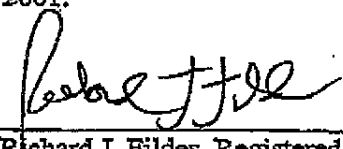
01 DEC 20

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Richard J. Fildes, accepts his designation as Registered Agent for POWER PLAY SPORTS & ENTERTAINMENT, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 19th day of December, 2001.


Richard J. Fildes, Registered Agent