

# A02000000044

**LAW OFFICES OF  
MAYER & KENNEDY**

EARL E. MAYER, JR.\*  
P. TODD KENNEDY, P.A., LL.M. Taxation †  
PAUL T. TRINLEY, LL.M. Taxation

\* Federal Tax Counsel to the Firm  
Admitted in Ohio Only, Practice Limited  
To Matters of Federal Tax Law

MARK J. NOWICKI, P.A., Of Counsel †  
Also Admitted in Colorado and Montana

† Board Certified in Taxation

THE FORUM - TOWER A  
1675 PALM BEACH LAKES BLVD.  
SUITE 700  
WEST PALM BEACH, FL 33401  
TEL: (561) 683-2484  
FAX: (561) 684-3142  
E-MAIL: [Mayerkennedy@aol.com](mailto:Mayerkennedy@aol.com)

January 2, 2002

Secretary of State  
Division of Corporations  
Attn: Lee  
Post Office Box 6327  
Tallahassee, FL 32314

900004755749--2  
-01/07/02--01052--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
02 JAN -7 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: Dolphin Amusement Enterprises, Ltd.**

Dear Lee:

Enclosed for filing please find a Certificate of Limited Partnership and Affidavit of Capital Contributions regarding the above captioned partnership. As you may recall, I previously discussed with you the fact that the name of this new partnership is identical (except for suffix) to an existing limited liability company. However, as we also discussed, you indicated that the partnership could be formed with this name given the fact that both entities have the same owners. In that respect, I am also enclosing the following documents so that you can compare the ownership of the entities: (1) Manager/Member detail for the LLC from Division of Corporations website; and (2) signed pages from the Partnership Agreement and a Form 2253 signed by shareholders of general partner to make federal "S" election. As you will note, the members, limited partners, and shareholders of the corporate general partner are all the same individuals.

As such, please file the enclosed documents and return the copies stamped with the date and time the documents have been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with a check in the amount of \$87.50 to cover the required filing fees.

A02-44  
OK

Division of Corporations  
January 2, 2002  
Page 2

Thank you for your assistance in this matter and please do not hesitate to give me a call should you have any questions to discuss. Best wishes for a Happy New Year.

Sincerely,

MAYER & KENNEDY

  
Paul T. Trinley

PTT/tas  
Enc.

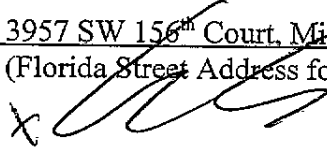
\\Server\public\Rodriguez, Rolando\lrs\secretary of state. 1-02-01.wpd

FILED

02 JAN -7 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DOLPHIN AMUSEMENT ENTERPRISES, LTD.**

1. DOLPHIN AMUSEMENT ENTERPRISES, LTD.  
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3957 SW 156<sup>th</sup> Court, Miami, Florida 33185  
(The Business Address of the Limited Partnership)
3. Rolando Rodriguez  
(Name of Registered Agent for Service of Process)
4. 3957 SW 156<sup>th</sup> Court, Miami, Florida 33185  
(Florida Street Address for Registered Agent)
5. X   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3957 SW 156<sup>th</sup> Court, Miami, Florida 33185  
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2055.
8. NAME OF GENERAL PARTNER(S) SPECIFIC ADDRESS

DOLPHIN MANAGEMENT ENTERPRISES, INC.

3957 SW 156<sup>th</sup> Court  
Miami, FL 33185

Signed this 21<sup>st</sup> day of November, 2001.

Signature of all General Partners:

DOLPHIN MANAGEMENT ENTERPRISES, INC.

By: X   
Rolando Rodriguez, President

**GENERAL PARTNER**

FILED  
02 JAN -7 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned constituting all of the general partners of DOLPHIN AMUSEMENT ENTERPRISES, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ 990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 990.00.

This 21<sup>st</sup> day of November, 2001.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

DOLPHIN MANAGEMENT ENTERPRISES, INC.

By: X   
Rolando Rodriguez, President

FILED  
02 JAN -7 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA