

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

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

From: GAIL S. ANDRE

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

PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF LIMITED PARTNERSHIP AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. THANK YOU.

FLORIDA LIMITED PARTNERSHIP

CELEBRITY MARKETING, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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H02000220699SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF LIMITED PARTNERSHIP****OF****CELEBRITY MARKETING, 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 in accordance with the Florida Revised Uniform Limited Partnership Act.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be CELEBRITY MARKETING, LTD. (the "Partnership").
2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Partnership shall be located at P.O. Box 2809, Orlando, Florida 32802.
3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.** The address of the Partnership's registered office in the State of Florida is 215 North Eola Drive, Orlando, Florida 32801. The Partnership's registered agent at that address is William T. Dymond, Jr.
4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.** The name of the sole general partner of the Partnership is Celebrity Marketing, Inc., a Florida corporation. The address of the sole general partner is P.O. Box 2809, Orlando, Florida 32802.
5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.** The mailing address of the Partnership is P.O. Box 2809, Orlando, Florida 32802.
6. **TERMINATION OF THE LIMITED PARTNERSHIP.** The Partnership shall be dissolved on December 31, 2032, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 31st day of October, 2002.

GENERAL PARTNER

CELEBRITY MARKETING, INC., a Florida
corporation

By: _____

Joseph Dymond, Jr., President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contribution of the Limited Partner of Celebrity Marketing, Ltd. is \$1,000, and the anticipated amount of additional capital contributions of the Limited Partners are \$-0-.

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.

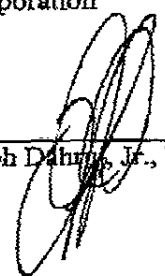
EXECUTED this 31st day of October, 2002.

GENERAL PARTNER

CELEBRITY MARKETING, INC.,
a Florida corporation

By: _____

Joseph Dahms, Jr., President



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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, William T. Dymond, Jr., accepts his designation as Registered Agent for CELEBRITY MARKETING, 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 31st day of October, 2002.



William T. Dymond, Jr., Registered Agent