

CORPORATION INFORMATION
SERVICES, INC.
1201 PAVAN STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0111 FAX

800-342-8086

CSC networks

Mail To:
P.O. Box 5020
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 551740 112773A

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-03/01/95--01050--011
*****00.00 *****140.75

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 1, 1995

ORDER TIME : 11:41 AM

ORDER NO. : 551740

CUSTOMER NO: 112773A

CUSTOMER: Mr. Ken Dixon
LELAND ENTERPRISES, INC.

Suite 201
1633 East Vine Street
Kissimmee, FL 34744

G. TAX 8.75
FILING 52.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 148.75
N. BANK
BALANCE DUE
DEFUND

DOMESTIC FILING

NAME: MANDARIN SOUND, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR -1 PM 12:11

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DIVISION OF CORPORATIONS
55 MAR -1 PM 2:54

**CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

MANDARIN SOUND, LTD.

The undersigned make this Certificate pursuant to Section 620.180 Florida Statutes.

**ARTICLE I.
NAME**

This limited partnership shall be named Mandarin Sound, Ltd.

**ARTICLE II.
OFFICE; REGISTERED AGENT**

The name and address of the agent for service of process required to be maintained by Section 620.150 Florida Statutes, as well as the address of the office where records of the limited partnership will be kept shall be as follows:

Name: Kenneth G. Dixon
Address: 1637 East Vine Street, Suite E
Kissimmee, Florida 34744

**ARTICLE III.
NAME AND BUSINESS ADDRESS OF GENERAL PARTNER**

The name and address of the general partner of this limited partnership is as follows:

Mandarin Sound, Inc. 1637 East Vine Street, Suite E
Kissimmee, Florida 34744

99500001431

**ARTICLE IV.
NAME AND ADDRESS OF LIMITED PARTNER**

The name and address of the initial limited partner is as follows:

Kenneth G. Dixon 1637 East Vine Street, Suite E
Kissimmee, Florida 34744

**ARTICLE V.
LOCATION; MAILING ADDRESS**

The location and mailing address of this limited partnership shall be 1637 East Vine Street, Suite E, Kissimmee, Florida 34744.

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**ARTICLE VI.
DURATION OF THE PARTNERSHIP**

The partnership shall commence upon the filing of this Certificate of Limited Partnership and shall continue until December 31, 2048, unless terminated at an earlier date.

**ARTICLE VII.
PURPOSE**

The business and purpose of the partnership is to invest in, operate, own, lease and improve interests in real estate.

**ARTICLE VIII.
CONTRIBUTION**

The contribution of the initial limited partner in this partnership shall be \$100.00 cash. The limited partner has not agreed to make any additional contributions to the partnership. The contribution of each limited partner, subject to the provisions set forth in the limited partnership agreement, is to be returned to him or her upon dissolution of the partnership. No limited partner has the right to demand and receive property other than cash in return for his or her contribution.

Dated this 1st day of March, 1995.

GENERAL PARTNER:

MANDARIN SOUND, INC.

BY:

Kenneth G. Dixon
Kenneth G. Dixon, President

ORIGINAL LIMITED PARTNER

Kenneth G. Dixon
Kenneth G. Dixon

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STATE OF FLORIDA

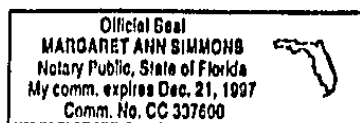
COUNTY OF OSCEOLA

)
SS
)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kenneth G. Dixon, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and he acknowledged to me and before me that he executed the foregoing instrument as president of Mandarin Sound, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 1st day of March, 1995.

(NOTARIAL SEAL)



STATE OF FLORIDA

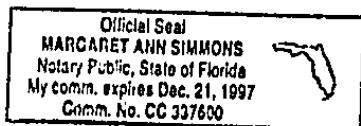
COUNTY OF OSCEOLA

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SS
)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kenneth G. Dixon, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and he acknowledged to me and before me that he executed the foregoing instrument as Original Limited Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 1st day of March, 1995.

(NOTARIAL SEAL)



Margaret Ann Simmons
Notary Public, State of Florida
My Commission Expires: 12/21/97

Margaret Ann Simmons
Notary Public, State of Florida
My Commission Expires: 12/21/97

RECEIVED
NOTARY PUBLIC
OSCEOLA COUNTY
FLORIDA
MAR - 1 PM 2:55

Acceptance of designation as Registered Agent: Kenneth C. Dixon does hereby
accept the foregoing designation as registered agent for the limited partnership for service of process
as to the above limited partnership, 1637 East Vine Street, Suite B, Kissimmee, Florida 34744.

Kenneth C. Dixon
Kenneth C. Dixon

FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR - 1 PM 2:55