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THREE GOLDEN BEAR PLAZA, BUITE 300 11700 U.S. HIGHWAY ONE NORTH PALM BEACH, FLORIDA 33408

> Telephone: (407) 627-8100 Facsimile (407) 622-7603

> > September 1, 1995

Secretary of State Florida Department of State Division of Corporations NEW FILING SECTION 409 East Gaines Street Tallahassee, Florida 32399 9000001578929 -09/06/95--01086--008 *****87.50 *****87.50

Re: CERTIFICATE OF LIMITED PARTNERSHIP OF GOLDEN CUB, LTD.

Dear Sir or Madam:

We enclose two counterpart executed originals of Certificate of Limited Partnership of GOLDEN CUB, LTD. and Affidavit Declaring Capital Contributions. We would appreciate your filing one original Certificate pursuant to Section 620.116, Florida Statutes, and date stamp and return the other as filed for the Limited Partnership's records. I have enclosed a stamped self-addressed envelope for your convenience.

Please note that the Certificate of Limited Partnership includes a designation of FHS Corporate Services, Inc. as Registered Agent for the Limited Partnership along with the acceptance of such designation.

We also enclose our firm's check payable to the Department of State in the amount of \$87.50 in payment of the \$52.50 filing fee for the \$7,500.00 anticipated capital contributions declared in the Affidavit and the \$35.00 designation fee for Registered Agent.

Thank you for your attention to this matter.

4/1/9/15/12

Sincerely,

FLEMING, HAILE, SHAW & GUNDLACH, P. A.

Laura Hollywood Legal Assistant

PALM BEACH OFFICE: PARK CENTRE - SUITE 100 - 440 ROYAL PALM WAY - PALM BEACH, FL 33480 Telephone: (407) 833-5600 - Facsimile: (407) 833-5604

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CERTIFICATE OF LIMITED PARTNERSHIP OF

GOLDEN CUB, LTD.

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

- 1. The name of the Partnership is GOLDEN CUB, LTD.
- 2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
- 3. The name of the sole General Partner of the Partnership is Golden Bear International, Inc., its business address is 11780 U. S. Highway One, North Palm Beach, Florida 33408
- 4. The mailing address of the Partnership is 11780 U. S. Highway One, North Palm Beach, Florida 33408 .
- 5. The latest date on which the Partnership is to be dissolved is December 31, 2040.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this _____ day of September, 1995.

Golden Bear International, Inc. as Sole General Partner

 $\rightarrow D$ P/I'

Thomas P. Hislop, Sénior Vice President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC., a Florida corporation

Oren S. Tasini, Assistant Secretary

his AMI PROCESSORS OF VIV. TIMBLE-ITI LEAM

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA) SS:	
COUNTY OF PALM BEACH)	
and County set forth above, persor	lic authorized to take acknowledgments in the State nally appeared Thomas P. Hislop, who is personally worn, did depose and say as follows:
the Sole General Partner named in CUB, LTD. (the "Partnership"). Affidavit on behalf of the corporate requirements of Section 620.108 of	President of Golden Bear International, Inc., one of the Certificate of Limited Partnership of GOLDEN I have been duly authorized to and do make this General Partner of the Partnership pursuant to the the Uniform Limited Partnership Act of 1986.
2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them at this time is a total of Seven Thousand Five Hundred and No/100 dollars (\$7,500.00).	
	Golden Bear International, Inc.
	By: War Thomas P. Hislop, as Senior Vice President of Golden Bear International, Inc. General Partner
SWORN TO AND SUBSCRIBED BEFORE ME, thisday of September, 1995 by THOMAS P. HISLOP. He is personally known to me.	
BRENDA C PETRONI My Commission CC3800	NOTARY PUBLIC STATE OF
SEAL: Expires Jun, 29, 1908 Bonded by HAI 600-422-1658	Brenda C Telsone
	Brenda C. Petroni
	[Printed Name of Notary]

Oren S. Tasini, Esq.
FLEMING, HAILE, SHAW & GUNDLACH, P.A.
11780 U. S. #1, Surfe 300
North Palm Beach, FL 33408
(407) 627-8100
Fls. Bar No.: 766097

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