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

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

Telephone: (407) 627-8100
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September 1, 1995

Secretary of State
Florida Department of State
Division of Corporations
NEW FILING SECTION
409 East Gaines Street
Tallahassee, Florida 32399

900001578929
-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.

Sincerely,

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

By: Laura Hollywood
Laura Hollywood
Legal Assistant

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas P. Hislop, who is personally known to me, who being first duly sworn, did depose and say as follows:

1. I am the Senior Vice President of Golden Bear International, Inc., one of the Sole General Partner named in the Certificate of Limited Partnership of **GOLDEN CUB, LTD.** (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of 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.
as Sole General Partner

By: Thomas P. Hislop

Thomas P. Hislop, as Senior Vice President
of Golden Bear International, Inc.
General Partner

SWORN TO AND SUBSCRIBED BEFORE ME, this 1st day of September,
1995 by THOMAS P. HISLOP. He is personally known to me.

SEAL:



BRENDA C. PETRONI
My Commission CC366072
Expires Jun. 20, 1998
Bonded by HAI
800-422-1868

NOTARY PUBLIC STATE OF

Brenda C. Petroni

Brenda C. Petroni
[Printed Name of Notary]