

A95000001480

W. Edward McLeod, P.A.

Attorney at Law

SIGNATURE PLAZA - SUITE 1010
201 South Orange Avenue, Orlando, Florida 32801
(407) 841-8412 Pager (800) 840-9667 Fax (407) 423-1406

September 28, 1995

VIA FEDERAL EXPRESS
Division of Corporations,
Bureau of Commercial Recordings
Department of State
409 East Gaines Street
Tallahassee, Florida 32314

300001559013
-10/02/95--01049--005
***1435.00 ***1435.00

Re: Formation of DOGFISH ENTERTAINMENT, LTD.,
A Florida limited partnership

Dear Recording Personnel:

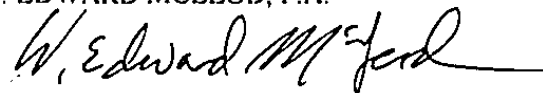
Enclosed please find the following documents in connection with the formation and filing of the limited partnership, DOGFISH ENTERTAINMENT, LTD.:

1. The Certificate of Limited Partnership;
2. The Acceptance of Appointment as Registered Agent; and,
3. A check in the amount of \$ 1,435.00 to cover the following items: (a) \$1,400.00 for the limited partnership filing fee (calculated on \$200,000 in capital contributions); and, (b) \$35.00 for the designation of the registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.



Ned McLeod

10/3/95

Enclosures

FILED
1995 SEP 29 AM 9:16
TALLAHASSEE, FLORIDA

1995/00001430

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DOGFISH ENTERTAINMENT, LTD.

FILED
1995 SEP 29 AM 9:16
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is DOGFISH ENTERTAINMENT, LTD.

2. Office for Maintenance of Business Records. The address of the office at which the business records of the limited partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2200 Lucien Way, Maitland, Florida 32751.

3. Agent for Service of Process. The name and address of the Partnership's agent for service of process in Florida is W. Edward McLeod, Esquire, W. Edward McLeod, P.A., 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801.

4. General Partners. The name and business address of each General Partner in the limited partnership is as follows, and each is a currently active and validly formed Florida corporation:

SPRINGSHOT, INC.
2200 Lucien Way, Maitland, FL 32751

ROJESHVEST, INC.
2200 Lucien Way, Maitland, FL 32751

5. Mailing Address. The mailing address of the limited partnership is 2200 Lucien Way, Maitland, Florida 32751.

6. Date of Dissolution. The latest date on which the Limited Partnership is due to dissolve is December 31, 2015.

GENERAL PARTNER
SPRINGSHOT, INC.,
a Florida corporation

GENERAL PARTNER
ROJESHVEST, INC.,
a Florida corporation

By: Kitt McLeod
Kitt McLeod, President
Date: September 28, 1995

By: Alan Ginsburg
Alan Ginsburg, President
Date: September 28, 1995

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being all of the General Partners of DOGFISH ENTERTAINMENT, LTD., declare that the capital contributions of all of the Limited Partners in the Partnership have all been made in the total amount of Two Hundred Thousand Dollars (\$200,000.00). It is not anticipated that any further capital contributions to the Partnership will be made by the Limited Partners.

GENERAL PARTNER:
SPRINGSHOT, INC.,
a Florida corporation

By: Kitt McLeod
Kitt McLeod, President
Date: September 28, 1995

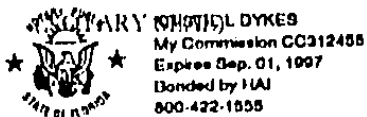
GENERAL PARTNER:
ROJESHVEST, INC.,
a Florida corporation

By: Alan Ginsburg
Alan Ginsburg, President
Date: September 28, 1995

FILED
1995 SEP 29 AM 9:17
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 28th day of September, 1995, by KITT MCLEOD, President of Springshot, Inc., a Florida corporation, who (indicate one) is personally known to me, or produced a Florida Driver's License as identification, and who (did) (did not) take an oath.

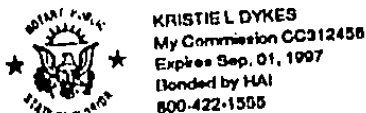


Notary: Kristie L. Dykes
Name: Kristie L. Dykes
Exp. Date: 9/1/97

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 28th day of September, 1995, by ALAN GINSBURG, President of Rojeshvest, Inc., a Florida corporation, who (indicate one) is personally known to me, or produced a Florida Driver's License as identification, and who (did) (did not) take an oath.

(NOTARY SEAL)



Notary: Kristie L. Dykes
Name: Kristie L. Dykes
Exp. Date: 9/1/97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida Revised Uniform Limited Partnership Act (1986), the following is submitted, in compliance with said Act

Having been named as registered agent for the limited partnership, DOGFISH ENTERTAINMENT, LTD with principal offices at 2200 Lucien Way, Suite 450, Maitland, Florida 32751, I hereby accept the appointment of registered agent for such limited partnership, and confirm the office of the registered agent to be 201 South Orange Avenue, Suite 1010, Orlando, Florida 32801. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 620.192

By: W. Edward McLeod 9/28/95
W. Edward McLeod, Registered Agent

FILED
1995 SEP 29 AM 9:17
STATE
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

UNITED PARTNERSHIP
ANNUAL REPORT
1996



CLERK OF THE SUPREME COURT
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

FILED

96 APR -2 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Partnership

1a. DOCUMENT #
A95000001480

DOGFISH ENTERTAINMENT, LTD.

Managing Address
2200 LUCIEN WAY
MAITLAND FL 32751

Registered Office Address
2200 LUCIEN WAY
MAITLAND FL 32751

2. New Member(s) Added to Partnership

Name: Apt. #

City, State & Zip

2a. New Principal Officer Address of Partnership

Name: Apt. #

City, State & Zip

3. Date Form for Registered Partnership
FLORIDA 09/29/1995

3a. Date of Filing

4. State of Incorporation
FL

5a. Capital Contributions of Partners
as of the end of the year
\$200,000.00

5b. Average Total Capital Contributions of
Partners as of the end of the year
\$ 200,000.00

6. Filing Number
59-3340372

Applied Fee
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$5.75 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b blank with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$10.75 (provided in section 607.193 F.S.)
THE AMOUNT OF THE FILING FEE IS \$10.75 AND THE SUPPLEMENTAL FEE IS \$10.75. THE TOTAL FILING FEE IS \$21.50.
If the partnership is a limited partnership, the partnership must be submitted along with the registration and appropriate filing fee.
MADE PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

MCLEOD, W. EDWARD
201 SOUTH ORANGE AVE.
STE. 1010
ORLANDO FL 32801

10. Registered New Registered Agent Office

Name

Address Apt. #

City

State

Zip Code

408001-7750-14-
-04/10/96--01030-013
***576.25 ***576.25

FL

Zip Code

10a. This report is the property of the State of Florida. It is to be used only for the purpose of filing the report and for the purpose of providing information to the public. It is not to be used for any other purpose. If the partnership is a limited partnership, the partnership must be submitted along with the registration and appropriate filing fee.

SIGNATURE (Registered Agent Accepting Appointment)

N/A

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

11a. Address of Each General Partner

11b. City, State & Zip Code

11c. Filing Status (Registered Partner)

SPRINGSHOT, INC.
ROJESHVEST, INC.

2200 LUCIEN WAY
2200 LUCIEN WAY

MAITLAND FL 32751
MAITLAND FL 32751

P95000070758
V00164

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. This report is the property of the State of Florida. It is to be used only for the purpose of filing the report and for the purpose of providing information to the public. It is not to be used for any other purpose. If the partnership is a limited partnership, the partnership must be submitted along with the registration and appropriate filing fee.

SIGNATURE *Kitt McLeod*
Kitt McLeod

DATE 3/27/96
(407) 660-1487