

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-0171
904-222-0301 FAX



A96000000064

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 1:59

ACCOUNT NO. : 072100000032

REFERENCE : 796184 4323655

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 9, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 796184

CUSTOMER NO: 4323655

CUSTOMER: Olin G. Shivers, Esq
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
P. O. Box 3433
Tampa, FL 33601

300001687243
-01/11/96--01094--006
****140.00 ****140.00

U. TAX	_____
FILING	52.50
R. AGENT FEE	95.00
G. COPY	57.50
TOTAL	_____
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

DOMESTIC FILING

NAME: SWING ALIVE! AT THE HOLLYWOOD
PALLADIUM, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

RECEIVED
96 JAN -9 AM 11:25
DIVISION OF CORPORATIONS

1/9/96

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.**

RECEIVED
DIVISION OF CORPORATIONS
JAN - 9 11:59 PM

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 1300 North Boulevard, Tampa, Florida 33607, and the name of the Partnership's agent for service of process at said address is Stephen L. Rogers.

3. Name and Business Address of the General Partner. The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
Telewave, Incorporated	1300 North Boulevard Tampa, Florida 33607

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at P.O. Box 4033, Tampa, Florida 33677-4033.

5. Term. The term for which the Partnership is to exist shall be thirty (30) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.

DATED this 5th day of January, 1996.

GENERAL PARTNER:

Telewave, Incorporated,
a Florida corporation

By: Stephen L. Rogers
Stephen L. Rogers,
President

FILED - STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 1:59

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 5th day of January, 1996, by Stephen L. Rogers, as the President of TELEWAVE, INCORPORATED, a Florida corporation, on behalf of the corporation, the General Partner of SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD., who is personally known to me or who has produced _____ as identification and who did not take an oath.

Jean N. Terry
NOTARY PUBLIC

Name: JEAN N. TERRY

Serial No. CC 321300

My Commission Expires:



JEAN N. TERRY
MY COMMISSION # CC321300 EXPIRES
November 9, 1997
BUNDLED WITH TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Stephen L. Rogers
Stephen L. Rogers

1057-001-0316178.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -9 PM 2:00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, **Stephen L. Rogers**, as the **President** of **TELEWAVE, INCORPORATED**, a Florida corporation, on behalf of the corporation, the General Partner of **SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

1. The limited partner has contributed \$100.00 of capital to the Partnership.

2. It is anticipated that no additional contributions shall be contributed by the limited partner in the future.

This 5th day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

Telewave, Incorporated,
a Florida corporation

By: *Stephen L. Rogers*
Stephen L. Rogers
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 5th day of January, 1996, by **Stephen L. Rogers**, as the **President** of **TELEWAVE, INCORPORATED**, a Florida corporation, on behalf of the corporation, the General Partner of **SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.**, who is personally known to me or who has produced _____ as identification and who did take an oath.

Jean K. Terry
NOTARY PUBLIC
Name: _____
Commission No. _____
My Commission Expires: _____

1057-001-0316178.01



JEAN K. TERRY
MY COMMISSION EXPIRES
12/31/97
BOULEVARD THROUGH THE PALM BEACHES, INC.

3/25/87

CORPORATE DETAIL RECORD SCREEN

8:07 AM

NUM: A96000000064 STATE ACTIVE/FL LP

FLD: 01/09/1986

X

ACT CONT: 100.00

NAME : SWING ALIVE! AT THE HOLLYWOOD PALLADIUM, LTD.

PRINCIPAL: 1300 NORTH BOULEVARD

ADDRESS : TAMPA, FL 33607

MAILING : P.O. BOX 4033

ADDRESS : TAMPA, FL 33677-4033

RA NAME : ROGERS, STEPHEN L

RA ADDR : 1300-NORTH-BOULEVARD

TAMPA, FL 33607

ANN REP : * NONE FILED *

A96000000064

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

FILED
97 MAR 24 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Use T.C from
\$100.00 to \$160,000.00

Used
3/24

S.A.
used

800002125318--4

-03/26/87--01136--001

***1120.00 ***1120.00

Name	
Availability	
Document	Used
Examiner	Used
U	Used
verifier	Used
Approved by	Used
W. F. Vermyer	Used

Used
3/25

FLING 6,119.30
C. COPY
R. AGENT
TOTAL 1,120.00
BALANCE DUE \$
O/P REFUND \$ 70



FILED
97 MAR 24 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL
CONTRIBUTIONS FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of Swing Alive! At The Hollywood Palladium, Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

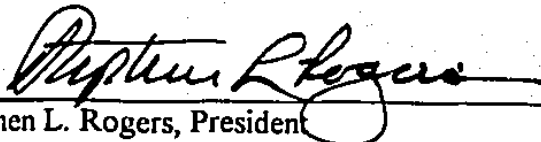
The total amount of the capital contributions of the limited partners is \$160,000.00.

This 14th day of February, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners



Stephen L. Rogers, President
Telewave, Inc., General Partner