

THE HERRICK COMPANY

A REAL ESTATE INVESTMENT FIRM

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(407) 241-9880 FAX (407) 241-9887

Morristown, NJ
(201) 539-1390

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

February 22, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/23/96--01000--004
***1429.75 ***1429.75

Re: **ROLLER HOCKEY COLORADO, LTD.**

Dear Sir or Madam:

Enclosed please find an original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions of Roller Hockey Colorado, Ltd. together with a check in the amount of \$1,429.75 representing the filing fee of \$1,386.00, registered agent fee of \$35.00 and Certificate of Status fee of \$8.75.

Please return a filed copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions and the Certificate of Status in the enclosed prepaid Federal Express envelope.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson
Sue Deverson, CLA
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosure

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Cus
2/27/96

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB 23 PM 1:27

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROLLER HOCKEY COLORADO, LTD.**

This Certificate of Limited Partnership is executed and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is:

Roller Hockey Colorado, Ltd.

A96000000385

2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Norton Herrick
2295 Corporate Boulevard, N.W., Suite 222
Boca Raton, Florida 33431

3. The limited partnership has one general partner. The name and business address of the general partner is:

Roller Hockey of Colorado GP, Ltd.
2295 Corporate Boulevard, N.W., Suite 222
Boca Raton, Florida 33431

4. The mailing address for the limited partnership is:

2295 Corporate Boulevard, N.W., Suite 222
Boca Raton, Florida 33431

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest dated upon which the limited partnership is to dissolve is December 31, 2025.

The undersigned general partner has executed this Certificate of Limited Partnership as of the 21st day of February, 1996.

GENERAL PARTNER:

Roller Hockey of Colorado GP, Inc.,
a Florida corporation

By: 

Norton Herrick, Chairman

The undersigned accepts the foregoing designation as the agent for service of process on Roller Hockey Colorado, Ltd., and agrees to act in that capacity.


Norton Herrick

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96 FEB 23 PM 1:27
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned Chairman of Roller Hockey of Colorado GP, Inc., a Florida corporation, which is the general partner of Roller Hockey Colorado, Ltd., a Florida limited partnership, certifies:

1. That he is the Chairman of Roller Hockey of Colorado GP, Inc., a Florida corporation and in that capacity has full authority to sign this Affidavit on behalf of the corporation.
2. That Roller Hockey of Colorado GP, Inc. is the sole general partner of Roller Hockey Colorado, Ltd., a Florida limited partnership.
3. That the amount of the capital contributions of the limited partners and the total amount anticipated to be contributed by the limited partners to Roller Hockey Colorado, Ltd. at this time totals \$198,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the fact stated herein are true and correct.

Dated this 21st day of February, 1996.

GENERAL PARTNER:

Roller Hockey of Colorado GP, Inc.,
a Florida corporation

By: 
Norton Herrick, Chairman

56 FEB 23 PM 1:27
SECRET
TALLAHASSEE, FLORIDA

THE HERRICK COMPANY

A REAL ESTATE INVESTMENT FIRM

Morristown, NJ
(201) 639-1390

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(407) 241-9880 FAX (407) 241-9887
VIA FEDERAL EXPRESS

Beverly Hills, CA
(310) 273-9526

April 24, 1996

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*****52.50 *****52.50

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Attention: Ms. Nanette Causseaux
Corporate Specialist Supervisor

Re: **ROLLER HOCKEY COLORADO, LTD. -- CERTIFICATE OF AMENDMENT**
DOCUMENT NUMBER: A9000000385

A96-385

Dear Nanette:

Enclosed please find an original and one copy of a Certificate of Amendment to Certificate of Limited Partnership for the above referenced limited partnership, together with a check in the amount of \$52.50 representing the filing fee for the Certificate of Amendment.

Please return a filed copy of the Certificate of Amendment via Federal Express and in the Payment section of the Federal Express airbill, please check off, bill to: "Third Party" and use account number 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson
Sue Deverson, CLA
Certified Legal Assistant

nc

/sd

Enclosure

c: Mr. Bob Klein w/enclosure

\\corporat\\state9.ltr

FILED
96 APR 25 11:10 CC
SECRETARY OF STATE
TALLAHASSEE, FL 32399

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Roller Hockey Colorado, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on Feb. 23, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (Indicate article number(s) being amended, added, or deleted)

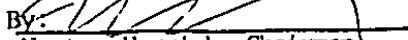
In Article 3, the name of the general partner is incorrectly listed as "Roller Hockey of Colorado GP, Ltd."

The correct name of the general partner is "Roller Hockey of Colorado GP, Inc." *pg 6-14723*
2295 Corporate Blvd., S-222 NW
Boca Raton, FL 33431

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner: Roller Hockey of Colorado GP, Inc.

By: 
Norton Herrick, Chairman

Signature(s) of new general partner(s), if applicable:

FILED
MAR 1 1996
TALLAHASSEE
FLORIDA