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PRINCIPAL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 014768 4323655

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 96.25

ORDER DATE : July 10, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 014768

8000010013018

CUSTOMER NO: 4323655

CUSTOMER: Kit Russell, Legal Assistant
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC FILING

NAME: DIAMOND PLAYERS CLUB, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

7/10/96
BK

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CERTIFICATE OF
LIMITED PARTNERSHIP OF
DIAMOND PLAYERS CLUB, LTD.

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 DIAMOND PLAYERS CLUB, LTD..

2. Address of Recordkeeping Office, Name and Address of Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 1651 Santa Barbara Drive, Dunedin, Florida 34698. The street address of the Agent for service of process of the Partnership is 201 North Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of the Partnership's agent for service of process at said address is D. Lockwood Gray.

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>
Diamond Players Club, Inc.	1651 Santa Barbara Drive Dunedin, Florida 34698

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at 1651 Santa Barbara Drive, Dunedin, Florida 34698.

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 Diamond Players Club, Ltd.

DATED this 9th day of July, 1996.

DIAMOND PLAYERS CLUB, INC. a
Florida corporation

By: D. Lockwood Gray
D. Lockwood Gray
Title: Incorporator

"GENERAL PARTNER"

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 9th day of July, 1996, by D. Lockwood Gray, as Incorporator of Diamond Players Club, Inc., a Florida corporation, the General Partner of DIAMOND PLAYERS CLUB, LTD., a Florida limited partnership, on behalf of the corporation and limited partnership. He is personally known to me or has produced _____ as identification.



NAOMI E. OLSON
MY COMMISSION # CC332488 EXPIRES
MARCH 10, 1998
BONDED THIRD TROY FAIR INSURANCE, INC.

Naomi E. Olson
NOTARY PUBLIC

Name: _____

Serial No. _____

My Commission Expires: _____

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.

D. Lockwood Gray
D. Lockwood Gray

5823-001-347910.02

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, **D. Lockwood Gray**, as Incorporator of Diamond Players Club, Inc., a Florida corporation, the sole general partner of **DIAMOND PLAYERS CLUB, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

1. The limited partner has contributed no capital to the Partnership.

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

This 7th day of July, 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.

DIAMOND PLAYERS CLUB, INC., a
Florida corporation

By: D. Lockwood Gray
D. Lockwood Gray
Title: Incorporator

"GENERAL PARTNER"

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 7th day of July, 1996, by D. Lockwood Gray, as Incorporator of Diamond Players Club, Inc., a Florida corporation, the General Partner of DIAMOND PLAYERS CLUB, LTD., a Florida limited partnership, on behalf of the corporation and limited partnership. He is personally known to me or has produced _____ as identification.



NAOMI E. OLSON
MY COMMISSION # CC352486 EXPIRES
March 18, 1998
BONDED THRU TRIC FAM INSURANCE, INC.

Naomi E. Olson
NOTARY PUBLIC

Name: _____

Commission No. _____

My Commission Expires: _____

5823-001-347910.02