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ERIC J. MATHESON, P.A.

Attorney at Law
The Worth Avenue Building
205 Worth Avenue, Suite 201
Palm Beach, Florida 33480

FILED

96 SEP -5 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office (561) 833-5277
Fax (561) 833-9154

E-Mail: *EJMath@aol.com*

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***1837.50 ***1837.50

July 3, 1996

The Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Bruce Frey Sports Ventures, Inc.**
and Palm Beach Hockey Sports Limited Partnership

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Bruce Frey Sports Ventures, Inc., as well as an original and one copy of the Certificate of Limited Partnership of Palm Beach Hockey Sports Limited Partnership. You should be advised that these documents are being filed simultaneously since Bruce Frey Sports Ventures, Inc. is a general partner of Palm Beach Hockey Sports Limited Partnership. Upon filing the originals, please forward each respective certificate, along with a stamped copy of each to the undersigned's attention.

Also enclosed is a check payable to the Secretary of State in the amount of \$ 122.50 in remittance for your fees for Bruce Frey Sports Ventures, Inc. and a check in the amount of \$1,837.50 for the filing of Palm Beach Hockey Sports Limited Partnership, which represents the maximum \$1,750.00 filing fee based on the amount of capital contribution of the limited partners, the \$35.00 registered agent fee and ~~\$92.50~~ for a certified copy of the certificate.

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| Name | KWM |
| Availability | KWM |
| Document Examiner | KWM |
| Updater | KWM |
| Updater Verifier | KWM |
| Acknowledger | ent KWM |
| W. P. A. | KWM |

FreySports, Inc. art. ltr. 7.3.96

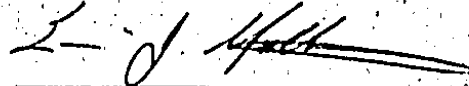
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If you have any questions or comments, please do not hesitate to contact me at any time. Thank you for your assistance.

Very truly yours,

ERIC J. MATHESON, P.A.

A handwritten signature in dark ink, appearing to read "Eric J. Matheson", written over a horizontal line.

by: Eric J. Matheson

Enclosures

cc: Mr. Bruce Frey
Tony Brown, Esquire

ERIC J. MATHESON, P.A.

*Attorney at Law
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205 Worth Avenue, Suite 201
Palm Beach, Florida 33480*

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E-Mail: EJMathPA@aol.com

September 4, 1996

Via United Parcel Service

Ms. Kenny Manning, Corporate Specialist
The Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

Re: Palm Beach Hockey Sports Limited Partnership

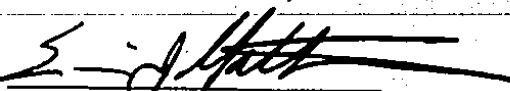
Dear Ms. Manning:

Enclosed please find a copy of your letter dated July 11, 1996 and, as requested, an original and one copy of the Certificate of Limited Partnership, executed by all general partners, and the Affidavit of Capital Contributions for the above-referenced limited partnership. Upon filing the originals, please forward stamped copies of the Certificate and Affidavit.

If you have any questions or comments, please do not hesitate to contact the undersigned at any time. Thank you for your assistance.

Very truly yours,

ERIC J. MATHESON, P.A.


by: Eric J. Matheson

Enclosures
cc: Mr. Bruce Frey



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 11, 1996

ERIC J. MATHESON, P.A.
THE WORTH AVENUE BUILDING
205 WORTH AVENUE, STE. 201
PALM BEACH, FL 33480

SUBJECT: PALM BEACH HOCKEY SPORTS LIMITED PARTNERSHIP
Ref. Number: W96000014488

We have received your document for **PALM BEACH HOCKEY SPORTS LIMITED PARTNERSHIP** and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.114, Florida Statutes, requires the original certificate of limited partnership, an affidavit, a certificate of cancellation, or supplemental affidavit to be signed by all of the general partners.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 596A00033733

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PALM BEACH HOCKEY SPORTS LIMITED PARTNERSHIP,
a Florida limited partnership**

FILED

96 SEP -5 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Ch. 620.108, Florida Statutes, hereby certifies the following:

1. Name of Limited Partnership. The name of the limited partnership is as follows:

Palm Beach Hockey Sports Limited Partnership

2. Address of Record Keeping Office. The address of the record keeping office of the limited partnership in the State of Florida is as follows:

139 Worth Avenue
Palm Beach, Florida 33480

3. Registered Office and Agent. The name and address of the agent for service of process on the limited partnership is as follows:

Bruce Frey
139 Worth Avenue
Palm Beach, Florida 33480

4. Name and Business Address of General Partner. The name and business address of each general partner is as follows:

Bruce Frey Sports Ventures, Inc., a Florida corporation - P96000057728
139 Worth Avenue
Palm Beach, Florida 33480

and

Paxson Sports Ventures, Inc., a Florida corporation - P96000035360
601 Clearwater Park Rd.
West Palm Beach, Florida 33401

5. Mailing Address. The mailing address of the limited partnership is as follows:

139 Worth Avenue
Palm Beach, Florida 33480

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the limited partnership is to dissolve is December 31, 2045.

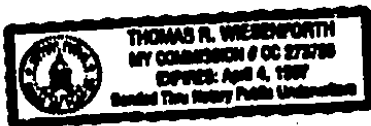
IN WITNESS WHEREOF, this Certificate of Limited partnership has been executed by Bruce Frey Sports Ventures, Inc., as general partner of Palm Beach Hockey Sports Limited Partnership this 28th day of June, 1996.

BRUCE FREY SPORTS VENTURES, INC.,
a Florida corporation, General Partner

By: [Signature]
Bruce Frey, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

This instrument was acknowledged before me this 28th day of June, 1996 by Bruce Frey, as President of Bruce Frey Sports Ventures, Inc., a Florida corporation, general partner of Palm Beach Hockey Sports Limited Partnership, a Florida limited partnership, who is personally known to me or has produced a Florida driver's license as identification and did not take an oath.



Thomas R. Wiesenfarth
NOTARY PUBLIC
Printed Name of Notary: Thomas R. Wiesenfarth
Commission No.: 273756
Commission Expires: April 4, 1997

(NOTARY SEAL)

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

Signed this 3rd day of September 1996.

PAXSON SPORTS VENTURES, INC.,
a Florida corporation, General Partner

By: [Signature]
Lowell "Bud" Paxson, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Palm Beach Hockey Sports Limited Partnership, a Florida limited partnership, I, on behalf of the limited partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said limited partnership and to comply with any and all Florida Statutes (specifically, Ch. 620.105) relative to the complete and proper performance of the duties of registered agent.

Dated this 28th day of June, 1996.

REGISTERED AGENT:


Bruce Frey

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of Palm Beach Hockey Sports Limited Partnership, a Florida limited partnership (hereinafter the "Partnership") certify as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$ 5,000,000.00. (This amount includes the amount of capital contributions made pursuant to the acquisition of that certain Palm Beach American Hockey League franchise and contributions made in the form of cash, property or services, or any combination thereof, by Paxson Communications Corporation, including any contributions made by the other partners of the purchaser of the franchise in an aggregate amount equal to \$5,000,000.00).

2. The total amount of anticipated additional capital contributions by the limited partners to the Partnership in the future is zero.

Executed this 3rd day of ~~July~~^{Sept.}, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BRUCE FREY SPORTS VENTURES, INC.,
a Florida corporation, General Partner

By: _____

Bruce Frey, President

PAXSON SPORTS VENTURES, INC.,
a Florida corporation, General Partner

By: _____

Lowell "Bud" Paxson, President