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REFERENCE: 185598 4329904

AUTHORIZATION-

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ORDER DATE : D

December 12, 1996

ORDER TIME :

10:15 AM

ORDER NO. :

185598~020

CUSTOMER NO:

4329904

CUSTOMER:

David J. Powers, Esq

BROAD AND CASSEL

100002027261--2

Juite 300

7777 Glades Road

Boca Raton, FL 33434

DOMESTIC FILING

NAME:

BOCA HOSPITALITY, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

-EXAMINER'S TNITTALS

RECEIVED AND OF COMPORATION

12/12/94

CHRISTOATE OF LIMITED PARTMENSHIP OF Boca Mospitality, Ltd. a Florida limited partmership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Not as set forth in Part I, Chapter 620 of the Florida Statutes hereby states the following:

- 1. The name of the limited partnership is Boca Hospitality, & Ltd. (the "Partnership").
- 2. The address of the office of the Partnership is 1515 North Federal Highway, Suite 300, Book Raton, Florida 3:432.
- 3. The name and address of the agent for service of process on the Partnership is Jeffrey B. Hahn, 1515 North Federa & Highway, Suite 300, Boca Raton, Florida 33432.
- 4. The name and business address of each general partner is as follows:

Boom Hospitality, Inc.

1515 N. Federal Mwy, Suite 300 Boca Raton, Florida 33:32

P9500021707

- 5. The mailing address of the Partnership is 1515 N. Federal Highway, Suite 300, Bock Raton, Florida 33432.
- 6. The latest date upon which the Partnership will dissolve is December 31, 2096.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Boca Hospitality, Ltd. this 9th day of December, 1996.

GENERAL PARTNER:

BOCA HOSPITALITY, INC. a Florida corporation

Michael Panakos, President

RAPROCASIOSPENICERTETES

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Boca Hospitality, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

Jeffrey B. Hahn

SECRETARY OF STATIONS AND US

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Boca Hospitality, Ltd., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$50,000.00.

Executed this 9th day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

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

CENERAL PARTMER!

Soca Mospitality, Inc., a Plorida Corporation

Michael Panakos, President