CAPITAL CAN CTION, INC. 00002523

RE: First

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET to DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP (the "Certificate") FIRST FLIGHT ENTERTAINMENT, LTD., a Florida Limited Partnership

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620 of the Florida Statutes, does hereby certify as follows:

- 1. <u>Name of Partnership</u>. The name of the limited partnership is FIRST FLIGHT ENTERTAINMENT, LTD. (the "Limited Partnership").
- 2. Office Address. The principal business office of the Limited Partnership is located in Palm Beach County, Florida, and its mailing address is 3101 Yamato Road, Suite 3101, Boca Raton, Florida 33431.
 - 3. Registered Agent. The agent for service of process on the Limited Partnership is R

E.H.G. Resident Agents, Inc. 5100 Town Center Circle, Suite 330 Boca Raton, Palm Beach County, Florida 33486.

- 4. Character of Business. The principal business purpose of the Limited Partnership is to acquire, own, develop, construct, rent or sell real property, and to engage in such other activities are may be necessary or appropriate in connection with such business purpose.
- 5. General Partner. The name and business address of each general partner (the "General Partner") of the Limited Partnership is as follows:

Name	<u>Address</u>
First Flight Entertainment, Inc., a Florida corporation	301 Yamato Road Suite 3101 Boca Raton, Florida 33431

6. Existence. The Limited Partnership will commence upon the execution of the limited partnership agreement (the "Limited Partnership Agreement") and the filing of this certificate, and shall continue until December 31, 2047, unless sooner terminated as provided for in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the General Partner has executed this Certificate as of the 30th day of December, 1996.

FIRST FLIGHT ENTERTAINMENT, INC.

Morris L. Stoltz II, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LTD., (the "Limited Partnership"), co	rtifies that:
1. to date, the amount of Partnership is One Thousand and No.	of the capital contributions of the limited partners to the Limited 100 Dollars (\$1,000.00); and
2. the amount contribute Limited Partnership is One Thousand FURTHER AFFIANT SAYE	TH NOT
Under the penalties of perjury	y, the undersigned declares that the foregoing statement has been to the undersigned and that the facts stated therein are true and
	FIRST FLIGHT ENTERTAINMENT, INC.
	By: Morris L. Stoltz II, President
STATE OF FLORIDA)) SS.:
COUNTY OF PALM BEACH	
The foregoing instrument wa Morris L. Stoltz II, as President of Fire corporation, who did not take an oath	s acknowledged before me this 30th day of December, 1996, by st Flight Entertainment, Inc., a Florida corporation, on behalf of the
Personally known.	Colie Spat
□ Produced ID:	NOTARY PUBLIC, State of Florida
My commission expires:	Print name: Jule 1 Laub