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LAW OFFICES  
HONIGMAN MILLER SCHWARTZ AND COHN  
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS  
2200 FIRST NATIONAL BUILDING  
660 WOODWARD AVENUE  
DETROIT, MICHIGAN 48226-3583  
FAX (313) 962-0176

LANSING, MICHIGAN  
WEST PALM BEACH, FLORIDA

JANIS K. KUJAN  
Legal Assistant

DIRECT DIAL NUMBER  
(313) 256-7833

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October 20, 1997

FILED  
97 OCT 21 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
The George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: The Cracchiolo Group Limited Partnership  
Chesterfield Park Corporation

Dear Sir/Madam:

Enclosed for filing with your office you will find the following documents:

- 1) Certificate of Limited Partnership of The Cracchiolo Group Limited Partnership, together with Affidavit of Capital Contributions; ✓
- 2) Application by Foreign Corporation for Authorization to Transact Business in Florida; ✓
- 3) Good standing certificate issued by the State of Michigan; ✓
- 4) Check No. 2339 in the amount of \$1,837.50, for your filing fee for the limited partnership and Check No. 2340 in the amount of \$122.50, for your filing fee for the corporation. ✓

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WPT  
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Upon filing, please return filed-stamped copies of the enclosed documents to me in the enclosed Federal Express return envelope.

If there is a problem with these documents, please do not return them, but contact me at

Name	
Availability	
Document Examiner	
Updater (313) 256-7833	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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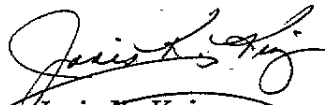
FILING	1750.00
D. COPY	53.00
R. AGENT	35.00
TOTAL	1837.50
BALANCE DUE \$	
REFUND \$	

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State  
October 20, 1997  
Page 2

Thank you for your assistance in this matter.

Very truly yours,



Janis K. Kujan  
Legal Assistant

JKK/dll  
Enclosure

cc: Gregory J. DeMars, Esq.

DET03/173654.1

**CERTIFICATE OF LIMITED  
PARTNERSHIP OF  
THE CRACCHIOLO GROUP LIMITED PARTNERSHIP**

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

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

The Cracchiolo Group Limited Partnership  
(the "Partnership")

2. Conversion. The Partnership was converted to a limited partnership from a Florida general partnership known as The Cracchiolo Group. The Cracchiolo Group consisted of seven partners. Seven partners of The Cracchiolo Group voted in favor of the conversion of the Florida General Partnership into a Florida limited partnership.

3. Address of the Partnership. The office address of the Partnership is located at:

2915 S. Congress Avenue  
Suite H  
Delray Beach, Florida 33445  
Attention: Mr. John E. Cracchiolo

4. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

John E. Cracchiolo  
2915 S. Congress Avenue  
Suite H  
Delray Beach, Florida 33445

5. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Chesterfield Park Corporation  
2915 S. Congress Avenue  
Suite H  
Delray Beach, Florida 33445  
Attention: Mr. John E. Cracchiolo

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TALLAHASSEE FLORIDA

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6. Mailing Address of the Partnership. The mailing address of the Partnership is:

2915 S. Congress Avenue  
Suite H  
Delray Beach, Florida 33445  
Attention: Mr. John E. Cracchiolo

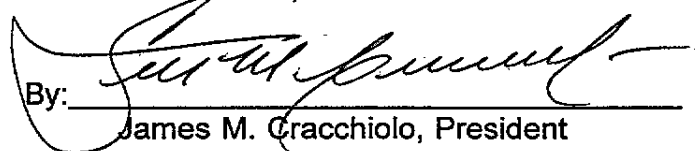
7. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

8. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is December 31, 2027.

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

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Limited Partnership this 30 day of September, 1997.

CHESTERFIELD PARK CORPORATION, a  
Michigan corporation registered to transact  
business in Florida, Sole General Partner

By:   
James M. Cracchiolo, President

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 30 day of September, 1997.

  
John E. Cracchiolo

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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TALLAHASSEE FLORIDA

STATE OF MICHIGAN )  
 ) SS:  
COUNTY OF WAYNE )

BEFORE ME, the undersigned notary public, personally appeared JAMES M. CRACCHIOLO, President of Chesterfield Park Corporation, a Michigan corporation registered to transact business in Florida, the sole general partner of The Cracchiolo Group Limited Partnership, a Florida limited partnership (the "Partnership"), whose business address is 2915 S. Congress Avenue, Suite H, Delray Beach, Florida 33445, who, upon being duly sworn, certifies on behalf of the Partnership the following:

1. The amount of capital contributions to the Partnership made by the limited partners is \$1,000,000.00
2. The amount anticipated to be contributed by the limited partners is \$ -0-

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.

Dated: 9-30, 1997.

Sole General Partner:

CHESTERFIELD PARK CORPORATION, a Michigan corporation registered to transact business in Florida

By: [Signature]  
James M. Cracchiolo  
Its: President

Sworn to and subscribed before me this 30<sup>th</sup> day of September, 1997 by James M. Cracchiolo, as President of Chesterfield Park Corporation, a Michigan corporation registered to transact business in Florida, on behalf of said Corporation. Personally known     or produced     as identification.

NOTARY PUBLIC

Sign: [Signature]  
Print: JEANNETTE A. MAHER  
State of MICHIGAN

(NOTARIAL SEAL)

My commission expires:      
Serial Number, if any:      
**JEANNETTE A. MAHER**  
**Notary Public Muscogee County, Michigan**  
**Acting in Wayne County, Michigan**  
**My Commission Expires February 8, 2001**