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626803

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Arcade Building Ltd.

File First

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97 NOV 14 PM 3:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-11/18/97--01057--003

***1785.00 ***1785.00

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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
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OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: ARCADE BUILDING, LTD.
Ref. Number: W97000024624

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TALLAHASSEE FLORIDA

We have received your document for ARCADE BUILDING, LTD. and check(s) totaling \$1785.00. However, your check(s) and document are being returned for the following:

The Registered Agent MUST SIGN a statement accepting his appointment.

In addition to stating the PRINCIPAL OFFICE ADDRESS, a MAILING ADDRESS must also be listed for the limited partnership.

ALSO, the Certificate of Limited Partnership must state the LATEST DATE UPON WHICH THE PARTNERSHIP IS TO BE DISSOLVED.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 797A00052529

CERTIFICATE OF LIMITED PARTNERSHIP
ARCADE BUILDING, LTD.

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith (Called "Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains each statement required by the Florida Revised Limited Partnership Act.

ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP

The name of the Limited Partnership is ARCADE BUILDING, LTD.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: Douglas L. Rankin, Esq.	Street: 2335 Tamiami Trail North, Suite 308 City: Naples, Florida 34103
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The registered agent is an individual who is a resident of Florida and whose business office is the same as the Partnership's registered office.

ARTICLE 3
PRINCIPAL OFFICE

The mailing and physical address of the principal office in the United States where the records of the Partnership are to be maintained is:

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Agent: Arcade Theater Building, Inc.	Street: 222 Broadway City: Kissimmee, FL. 32741
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The records maintained and to be maintained at this office are those prescribed by the Florida Revised Limited Partnership Act.

ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER

The name, the mailing address, and the street address of the business or residence of the General Partner is:

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TALLAHASSEE FLORIDA

Agent: Arcade Theater Building, Inc.	Street: 222 Broadway City: Kissimmee, FL. 32741
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ARTICLE 5
NATURE OF BUSINESS PERMITTED

The Partnership is formed to engage in any lawful business, subject only to the requirements of the Florida Revised Limited Partnership Act. If the Limited Partnership qualifies to transact business other than in the State of Florida, the Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 6
SUCCESSOR TO GENERAL PARTNER

The Articles of Limited Partnership provide: "If a General Partner, serving alone, ceases to serve for any reason, and if the Limited Partners have not elected a new General Partner within 90 days from the effective date of withdrawal of a General Partner, it is agreed that, without amendment to these Articles, the following persons will serve as the General Partner (called "Successor General Partner").

Agent: NONE	Street: NONE City: NONE
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The designated Successor General Partner will not have the duties nor the liability of a General Partner until such time as the successor actually assumes the position of a General Partner. A General Partner who ceases to be a General Partner will not be personally liable for the debts and obligations of the Partnership incurred following the termination of his or her or its service as a General Partner. The Successor General Partner will have the right and authority to execute an amendment to the Certificate of Limited Partnership in the event the General Partner, who has ceased to serve, is unable - by reason of death, disability, - absence, or refusal, to execute the Certificate as Attorney-in-Fact for the withdrawing General Partner.

ARTICLE 7
GENERAL PARTNER'S AUTHORITY TO
EXECUTE ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all appropriate instruments amending the Articles and the Certificate of Limited

Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 8
AUTHORITY OF ANOTHER TO EXECUTE
ANY AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

The articles of Limited Partnership of ARCADE BUILDING, LTD. provide: "In the event a General Partner is unwilling or unable to sign a required amendment to the Certificate of Limited Partnership as evidence of the withdrawal, substitution or addition of a Limited Partner, the amended certificate may be signed by:

1. the remaining General Partner or Partners, if more than one General Partner is then serving, and by any successor elected by the Limited Partners or as otherwise designated by the Partnership Agreement; or,
2. if but one General Partner was serving, and who ceases to serve for any reason, by the new General Partner or Partners, as substitute or successor, and at least 70 percent in interest of the Limited Partners.

Each General Partner serving or to serve in the capacity of a General Partner does hereby appoint his, her or its successor, (or if there is more than one General Partner serving at the time a General Partner shall refuse or be unable to act, the remaining General Partner or Partners) as his, her or its attorney in fact, to sign the amended certificate on his, her or its behalf.

In the event the Florida Revised Limited Partnership Act should require dissolution of the Partnership due to death, disability, resignation, or removal of a General Partner, or other event of withdrawal, the Partnership will nonetheless be reconstituted and will continue as provided by the Florida Revised Limited Partnership Act.

ARTICLE 9
LIMITATION UPON THE SALE
OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of at least seventy (70%) percent in interest of the Limited Partners. The following disclosures are and have been made in the Articles of Limited Partnership and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF ARCADE BUILDING, LTD. HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF ARCADE BUILDING, LTD. HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF ARCADE BUILDING, LTD. MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO ARCADE BUILDING, LTD.

The initial term of this Partnership is for a period of years that begins as of the date of this instrument and which ends on December 31 of the year following the expiration of forty (40) years from the date hereof, hereinafter called the "initial term".

ARTICLE 10
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that he is authorized to execute and file this Certificate for and on behalf of the

ARCADE BUILDING, LTD.

EXECUTED IN DUPLICATE ORIGINAL this 10th day of October, 1997.

James Brendan Haynes

James Brendan Haynes, as
President of ARCADE THEATER
BUILDING, INC., as General Partner

STATE OF FLORIDA

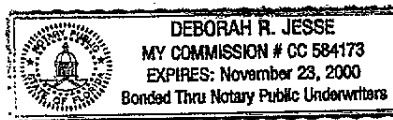
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, on this day personally appeared James Brendan Haynes, as President of ARCADE THEATER BUILDING, INC., a Florida corporation, known to me to be the person whose name is subscribed to the foregoing instrument and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of ARCADE BUILDING, LTD.

GIVEN UNDER MY HAND and seal of office, this 10th day of October, 1997.

Deborah R. Jesse
Notary Public
My Commission Expires:

c:\law4\haynes.cert.1



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TALLAHASSEE FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Arcade Building, Ltd.

a Florida Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$ 322,500.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ no more than amount stated above.

Signed this 20th day of October, 19 97.

FURTHER AFFIANT SAYETH NOT.

Under the 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.



General Partner
James Brendan Haynes, as President
of ARCADE THEATER, INC., as General Partner
General Partner

General Partner

General Partner

General Partner

General Partner

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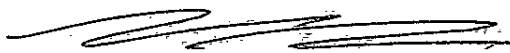
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Florida Statutes, the following is submitted in compliance with said Act:

That, ARCADE BUILDING, LTD., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Limited Partnership in the City of Kissimmee, County of Osceola, State of Florida, has named DOUGLAS L. RANKIN, located at 2335 Tamiami Trail North, Suite 308, in the City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated limited partnership at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, including those relative to keeping open said office.


DOUGLAS L. RANKIN

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CLERK OF DISTRICT COURT
NORTH DAKOTA