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ACCOUNT NO. : 072100000032

REFERENCE : 675993 5030952

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED OF STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:31

ORDER DATE : January 21, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 675993-005

CUSTOMER NO: 5030952

300002407233--9
-01/21/98--01088--018
***1636.25 ***1636.25

CUSTOMER: Ms. Stacey Goldstein
PHILLIPS EISINGER & KOSS,
P.A.
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: NATCHEZ RESORT 1997, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

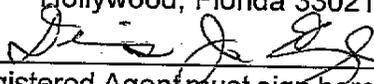
EXAMINER'S INITIALS:

LP - 1575.00
CERT 61.25

RECEIVED
98 JAN 21 AM 11:46
DIVISION OF CORPORATIONS
1/21/98
ML

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NATCHEZ RESORT 1997, LTD.**

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:31

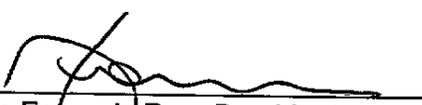
1. The name of the Limited Partnership is:
Natchez Resort 1997, Ltd.
2. The Business Address of the Limited Partnership is:
1600 South Ocean Boulevard
Pompano Beach, Florida 33062
3. The Name of the Registered Agent for Service of Process is:
Dennis J. Eisinger, Esq.
4. The Florida Street Address for the Registered Agent is:
4000 Hollywood Boulevard
Suite 265-S
Hollywood, Florida 33021
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process).
6. The Mailing Address of the Limited Partnership is:
1600 South Ocean Boulevard
Pompano Beach, Florida 33062
7. The latest date upon which the Limited Partnership is to be dissolved is:
December 31, 2050
8. The Name and Specific Address of the General Partner is:
Natchez Resort 1997, Inc.
a Florida corporation
Attention: Jean Francois Roy, President
1600 South Ocean Boulevard
Pompano Beach, Florida 33062

P97000086955

Signed this 20 day of January, 1998.

Signature of the General Partner:

NATCHEZ RESORT 1997, INC. a Florida corporation

By: 
Jean Francois Roy, President

AFFIDAVIT OF CAPITAL CONTRIBUTION

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BEFORE ME, the undersigned, constituting the sole general partner of NATCHEZ RESORT 1997, LTD., a Florida limited partnership, certifies as follows:

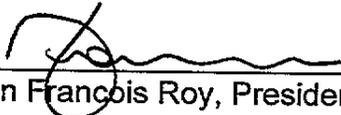
The amount of capital contributions to date of the limited partners is \$ 280,000.-. The total amount contributed and anticipated to be contributed by the limited partners shall total \$ 220,000.-.

Signed this 20 day of January, 1998.

FURTHER AFFIANT SAITH NAUGHT.

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.

NATCHEZ RESORT 1997, INC., a Florida corporation, as General Partner of NATCHEZ RESORT 1997, LTD., a Florida limited partnership



Jean Francois Roy, President