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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 740073 81686A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 13 PM 4:35

ORDER DATE : March 13, 1998

ORDER TIME : 3:07 PM

ORDER NO. : 740073-010

CUSTOMER NO: 81686A

CUSTOMER: Bernard Dane Stein, Esq
KEITH MACK, LLP

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-03/16/98--01001--030
***2065.00 ***1890.00

20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: BETJIM, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

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13/13/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BETJIM, LTD.
A Florida Limited Partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is BETJIM, LTD.
2. The address of the office of the Partnership is:

8101 SW 140th Terrace
Miami, Florida 33158
3. The name and address of the agent for service of process on the Partnership are:
Key Corporate Services
200 South Biscayne Boulevard
20th Floor
Miami, Florida 33131
4. The name and address of the general partner are:

BETJIM, INC.
8101 SW 140th Terrace
Miami, Florida 33158
5. The mailing address of the Partnership is as follows:
8101 SW 140th Terrace
Miami, Florida 33158
6. The latest date upon which the Partnership shall dissolve is December 31, 2038.

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of BETJIM, LTD. this 12 day of March, 1998.

Witnesses:

BETJIM, INC.
a Florida corporation

By: James S. Atkins (SEAL)
James S. Atkins, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BETJIM, 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.

Edgar Lewis
Key Corporate Services
Registered Agent

3/12/98
Date

KEITH | MACK ^{LLP}

Edgar Lewis, President

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

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BEFORE ME, the undersigned, personally appeared James S. Atkins, who, after being duly sworn, certified as follows:

1. He is the President of BETJIM, INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of BETJIM, LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$3,000,000;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH 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.

BETJIM, INC.
a Florida corporation

Date: 3/12/98, 1998.

By: James S. Atkins
James S. Atkins, President

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BEFORE ME, the undersigned officer, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared James S. Atkins, on the 12 day of March, 1998, known to me and known by me to be the President of BETJIM, INC., a Florida corporation (which corporation is known by me to be the sole General Partner of BETJIM, LTD., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and such person acknowledged to and before me executing this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 12 day of March, 1998.

Notary Public, State of Florida

