



THE UNITED STATES
CORPORATION
COMPANY

AT 98050000697

ACCOUNT NO. : 072100000032

REFERENCE : 738346 4804484

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 3:15

ORDER DATE : March 12, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 738346-010

CUSTOMER NO: 4804484

CUSTOMER: Ms. Jen Dombrowski
WOLF BLOCK SCHORR AND
SOLIS-COHEN
Packard Bldg.13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

000002457960--9

DOMESTIC FILING

NAME: FAIRGROUNDS ASSOCIATES LTD

EFFECTIVE DATE:

BAL 3/16/98

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 MAR 16 PM 12:06

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

1. Fairgrounds Associates Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Business address of Limited Partnership)
3. William Shewalter
(Name of Registered Agent for Service of Process)
4. Suite 1101, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Florida street address for Registered Agent)
5. By: Will A. Shalt WJS
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: March 10, 2047

8. Name(s) of general partner(s):

Fairgrounds GP LLC

Street address:

c/o The Goodman Company
777 S. Flagler Drive, West Palm Beach FL 33401

Under 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.

Signed this 11th day of March, 19 98.

Signature of all general partners:

General Partner

General Partner

General Partner

FAIRGROUNDS GP LLC

By: Robert M. Segal
Robert M. Segal, Trustee UIT of M. H. Goodman 3/10/98 (Fairgrounds Trust)

General Partner

General Partner

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

The undersigned constituting all of the general partners of _____

Fairgrounds Associates Ltd _____

a Florida Limited Partnership, certify:

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The amount of capital contributions to date of the limited partners is \$ \$199.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 199.00

Signed this 11th day of March, 19 98

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 facts stated herein are true and correct.

FAIRGROUNDS GP LLC

By: _____

Robert M. Segal, Trustee UIT of M.H.
Goodman 3/10/98 (Fairgrounds Trust)

General Partner

General Partner

General Partner

General Partner

General Partner