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OF COUNSEL
RICHARD T. JONES

March 23, 1998

Florida Department of State
Division of Corporations
Limited Partnership Registration Department
409 East Gaines Street
Tallahassee, Florida 32399

600002466586--5
-03/24/98--D1070--002
***1846.25 ***1846.25

Re: Ocala Easy Street Family Fun Center, Ltd.

Dear Mesdames/Sirs:

CM

Enclosed please find the originals of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Limited Partnership in connection with the formation of the referenced limited partnership. Please also find enclosed a check drawn in the amount of \$1,846.25 in payment of your total fees, broken down as follows:

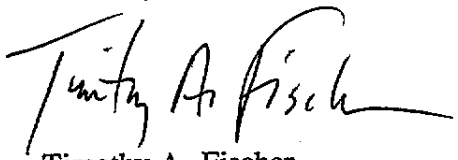
Filing Fee	\$1,750.00
Designation of Registered Agent	\$35.00
Certified Copy of Certificate and Affidavit of Contributions	\$52.50
Registration Certificate	\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please contact the undersigned at the address and phone in this letterhead with your further requirements or questions in this regard.

Thank you for your kind service.

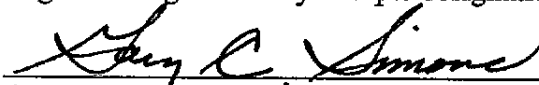
Very truly,



Timothy A. Fischer

TAF:mlh
Enclosures
Via UPS next day air

CERTIFICATE OF LIMITED PARTNERSHIP

1. Name of Limited Partnership: Ocala Easy Street Family Fun Center, Ltd.
2. Business Address of Limited Partnership: 121 N.W. Third Street, Ocala, Florida 34475.
3. Registered Agent for Service of Process: Gary C. Simons, Esquire.
4. Street Address of Registered Agent: 121 N.W. Third Street, Ocala, Florida 34475.
5. Registered Agent hereby accepts designation as Registered Agent for Service of Process:

GARY C. SIMONS, ESQUIRE
6. Mailing Address of Limited Partnership: 121 N.W. Third Street, Ocala, Florida 34475.
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2027.
8. Name and Address of General Partner: ESGP, Inc., a Florida corporation, 121 N.W. Third Street, Ocala, Florida 34475.

Under penalties of perjury I, the undersigned General Partner of Ocala Easy Street Family Fun Center, Ltd., declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 24th day of February, 1998.

ESGP, Inc., a Florida corporation

By: 

JAY J. RUBIN, President

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TALLAHASSEE, FLORIDA

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

The undersigned sole General Partner of Ocala Easy Street Family Fun Center, Ltd., a Florida Limited Partnership, hereby certifies:

The amount of capital contributions to date of the limited partners is \$1,100,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,100,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I, the undersigned General Partner of Ocala Easy Street Family Fun Center, Ltd., declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 24th day of February, 1998.

ESGP, Inc., a Florida corporation

By: _____

JAY J. RUBIN, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24th day of February, 1998, by JAY J. RUBIN, President of Ocala Easy Street Family Fun Center, Ltd., who is personally known to me or who has produced _____ as identification.

sign _____

print name _____

Notary Public, State of _____

Commission Expiration: _____

Commission Number: _____

