

6/30/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PARK PLACE LTD.

AUDIT NUMBER.....H98000012079

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 30, 1998

EMPIRE CORPORATE KIT COMPANY  
RAY STORMONT

SUBJECT: PARK PLACE LTD.  
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Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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## CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of Florida, certify as follows:

1. Name of Limited Partnership.

The name of the Limited Partnership is Park Place International Ltd.

2. Office for Maintenance of Business Records.

The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is c/o I & S Management Inc., 2880 W. Oakland Park Blvd. #118, Ft. Lauderdale, FL 33311.

3. Agent for Service of Process.

The name and address of the Partnership's agent for service of process in Florida is Susanna Schmocker, 2880 W. Oakland Park Blvd. #118, Ft. Lauderdale, FL 33311.

4. General Partner.

The name and business address of the General Partner in the Limited Partnership is as follows:

AD Investments, Inc., c/o I & S Management Inc., 2880 W. Oakland Park Blvd., Suite 118, Ft. Lauderdale, FL 33311.

5. Address of Partnership.

The mailing address of the Limited Partnership is c/o I & S Management, 2880 W. Oakland Park Blvd., Suite 118, Ft. Lauderdale, FL 33311.

6. Date of Dissolution.

This Instrument was prepared by:  
Hanna Rabenseifner, Esq, FL Bar No. 750281  
905 Brickell Bay Dr. #1831, Miami, FL 33131  
(305) 358-8575

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The latest date on which the Limited Partnership is to dissolve is December 31, 2020.

Executed as of this 30th day of June, 1998, at Fort Lauderdale, Florida

AD Investments, Inc.

By: Hans J. Doelemeyer

Hans J. Doelemeyer, President  
GENERAL PARTNER

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the only General Partner of Park Place <sup>International</sup> Ltd., declares that the capital contributions of the Limited Partner in the Partnership are as follows:

The Limited Partner has made capital contributions in the following amount:

Hans J. Doelemeyer \$7,500.00 cash

No additional contributions are anticipated.

Executed as of this 30th day of June, 1998, at Fort Lauderdale, Florida.

AD Investments, Inc.

By: Hans J. Doelemeyer

Hans J. Doelemeyer, President  
GENERAL PARTNER

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SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, by Hans J.

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Doelemeyer as President of AD Investments, Inc. who personally appeared before me as of this  
30<sup>th</sup> day of June, 1998. He/she is personally known to me or produced n/a as  
identification and he/she took an oath.

Hanna Rabenstein  
Notary Public



Hanna C. Rabenstein  
MY COMMISSION # 0000337 EXPIRES  
December 28, 2000  
BONDED THRU TROY FAN INSURANCE, INC.

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## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the abovestated Limited Partnership, at the place designated in Article 3, the undersigned hereby agrees to act in this capacity, and further agrees to comply with provisions of all statutes relative to the proper and complete discharge of her duties

Dated this 25 day of June, 1998

Susanna Schmocker  
Susanna Schmocker

SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, by Susanna Schmocker who personally appeared before me on this 25 day of June, 1998. He/she is personally known to me or produced n/a as identification and he/she took an oath.

Hanna Rabenseifner  
Notary Public



Hanna C. Rabenseifner  
MY COMMISSION # 0005337 EXPIRES  
December 28, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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