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FLEMING, HAILE & SHAW, P.A.  
ATTORNEYS  
THREE GOLDEN BEAR PLAZA, SUITE 300  
1780 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100  
Facsimile: (561) 622-7603

August 18, 1998

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400002619824--8  
-08/19/98--01059--001  
\*\*\*1785.00 \*\*\*1785.00

Re: Certificate of Limited Partnership - Jackie London-America, L.P.

Enclosed is the original and one copy of the Certificate of Limited Partnership, as well as the original and one copy of the Affidavit Declaring Capital Contributions, on behalf of the above-referenced Limited Partnership. Also enclosed is a check in the amount of \$1,785.00 to cover the filing fees for same.

I appreciate your assistance with this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L Swendsen*  
Christy L. Swendsen,  
Legal Assistant

FILED  
AUG 19 PM 4: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

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Name	<i>AL 8-20</i>
Availability	
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgement	<i>AL</i>
W. P. Verifier	<i>AL</i>

CERTIFICATE OF LIMITED PARTNERSHIP OF  
JACKIE LONDON-AMERICA, *Utd.*

THE UNDERSIGNED, desiring to form a limited partnership (the "Partnership") in accordance with the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986 (the "Act"), does hereby sign and swear to this Certificate of Limited Partnership and the annexed Affidavit Regarding Capital Contributions, as follows:

1. The name of the Partnership is Jackie London-America, *Utd.*
2. The address of the office where the records of the Partnership are maintained as required by Section 620.106 of the Act is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The name and address of the registered agent of the Partnership upon whom process may be served is FHS Corporate Services, Inc., 11780 U. S. Highway One, Suite 300, North Palm Beach, Florida 33408.
3. The name of the Sole General Partner of the Partnership is Jackie London-America, Inc., and its business address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
4. The mailing address of the Partnership is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
5. The latest date on which the Partnership is to be dissolved is December 31, 2033.

IN WITNESS WHEREOF, the undersigned has hereunto set his 14 day of August, 1998.

JACKIE LONDON-AMERICA, INC. as Sole  
General Partner

By: *Michael Hotary*  
Michael Hotary, Treasurer

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TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Partnership. We are familiar with, and accept, the obligations of, Section 620 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,  
a Florida corporation

By: *Oren S. Tasini*  
Oren S. Tasini, Secretary

AFFIDAVIT DECLARING CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Hotary, known to me, who being first duly sworn, did depose and say as follows:

1. I am the Treasurer of Jackie London-America, Inc., the Sole General Partner named in the Certificate of Limited Partnership of Jackie London-America, Inc. (the "Partnership"). I have been duly authorized to and do make this Affidavit on behalf of the corporate General Partner of the Partnership pursuant to the requirements of Section 620.108 of the Uniform Limited Partnership Act of 1986.

2. The amount of capital contributions of the Limited Partners of the Partnership and the amount anticipated to be contributed by them is a total of One Million Five Hundred Thousand Dollars (\$1,500,000).

JACKIE LONDON-AMERICA, INC., as  
Sole General Partner

By: [Signature]  
Michael Hotary  
Its: Treasurer

98 AUG 19 PM 4: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

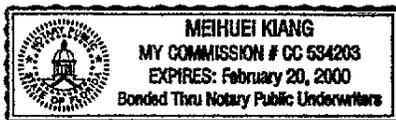
ACKNOWLEDGMENT

STATE OF FLORIDA  
 )  
 ) SS:  
COUNTY OF PALM BEACH )

BEFORE ME personally appeared Michael Hotary:  who produced the following identification \_\_\_\_\_;  who is personally known to me; and who acknowledged before me that he is the Treasurer of Jackie London-America, Inc., the Sole General Partner of Jackie London-America, Inc. and that he executed the foregoing Affidavit as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 14<sup>th</sup> day of August, 1998.

SEAL:



[Signature]  
Notary Public