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September 22, 1998

Secretary of State
Division of Corporations
Limited Partnership Section
P. O. Box 6327
Tallahassee, FL 32301

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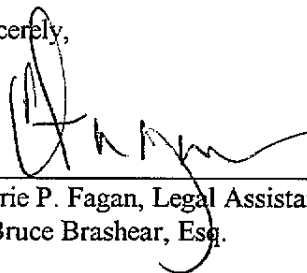
RE: GATOR GREATS, LTD.

Gentlemen:

Enclosed please find the original and one (1) copy of the Affidavit and Certificate of Limited Partnership for the above-referenced limited partnership, together with a check in the amount of \$1,837.50 representing filing fees, fee for the designation of the registered agent, and fee for a certified copy of the Agreement.

Please call immediately should you require further information.

Sincerely,



Carrie P. Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

| | |
|-------------------|-----|
| Name | MBH |
| Availability | MBH |
| Document Examiner | MBH |
| Updater | MBH |
| Updater Verifyer | MBH |
| Acknowledgement | MBH |
| W. P. Verifyer | MBH |

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DIVISION OF CORPORATIONS
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**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP OF**

**GATOR GREATS, LTD.
a Florida limited partnership**

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is GATOR GREATS, LTD.
2. The address of the office of the Partnership is 1005 N.W. 101st Drive, Gainesville, Florida, 32606.
3. The name and address of the agent for service of process on the Partnership is Carlos Lescano, 1005 N.W. 101st Drive, Gainesville, Florida, 32606.
4. The name and business address of the general partner is Gator Greats Entertainment, Inc., 1005 N.W. 101st Drive, Gainesville, Florida, 32606. *998-15459*
5. The mailing address of the Partnership is Gator Greats Entertainment, Inc., 1005 N.W. 101st Drive, Gainesville, Florida, 32606.
6. The latest date upon which the Partnership shall dissolve is August 1, 2099.
7. The total amount of capital contributions to the Partnership made by the limited partners is as follows:

| | | |
|-------------------------|-----------------------------------|--------|
| Carlos Lescano | 1005 N.W. 101 st Drive | \$1.00 |
| Initial Limited Partner | Gainesville, FL 32606 | |

8. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$1,000,000.00 total.

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 Gator Greats, Ltd., this 22 day of September, 1998.

**GENERAL PARTNER:
GATOR GREATS ENTERTAINMENT, INC.**

By: 

Carlos Lescano

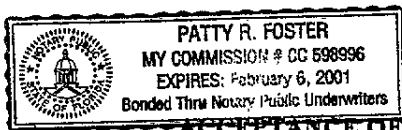
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**STATE OF FLORIDA
COUNTY OF ALACHUA**

Before me, personally appeared Carlos Lescano, who being first duly sworn by me, deposes and says that he is a Partner of the General Partner of Gator Greats, Ltd., and verifies that all statements and information contained herein are true and correct.

DATED this 22nd day of September, 1998.

(SEAL)



Patty R. Foster
Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Gator Greats, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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.

REGISTERED AGENT

By:

Carlos Lescano
CARLOS LESCANO

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