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ACCOUNT NO. : 072100000032

REFERENCE : 058333 10463A

AUTHORIZATION :

COST LIMIT : \$ 140.00

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ORDER DATE : December 9, 1998

ORDER TIME : 1:42 PM

ORDER NO. : 058333-005

CUSTOMER NO: 10463A

200002708002 10

CUSTOMER: Ms. Larissa K. Lincoln  
COHEN NORRIS SCHERER  
COHEN NORRIS SCHERER  
Suite 400  
712 U.s. Highway 1  
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: BOCA BAR LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

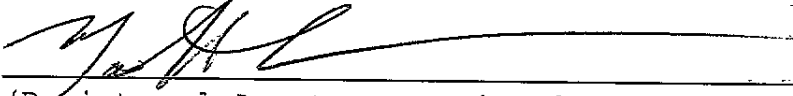
EXAMINER'S INITIALS:

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98 DEC 9 AM 9:04

12/9/98  
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BOCA BAR LIMITED PARTNERSHIP

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1. BOCA BAR LIMITED PARTNERSHIP  
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 131 S.E. Mizner Blvd., Boca Raton, Florida  
(The Business Address of the Limited Partnership)
3. Mark Fulton  
(Name of Registered Agent for Service of Process)
4. 131 S.E. Mizner Blvd., Boca Raton, Florida  
(Florida Street Address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 131 S.E. Mizner Blvd., Boca Raton, Florida  
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2048.

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

SPECIALTY CLUBS, INC.

131 S.E. Mizner Blvd.,  
Boca Raton, Florida

P98000096701

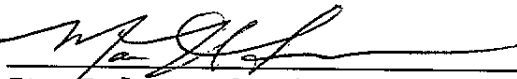
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Signed this 19 day of NOVEMBER, 1998.

Signature of all General Partners:

SPECIALTY CLUBS, INC.

By:



Its Duly Authorized Representative

GENERAL PARTNER

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of BOCA BAR LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.


This 19 day of November, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SPECIALTY CLUBS, INC.  
Its General Partner,

By:

  
Mark Fulton, President