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November 10, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

Re: L.P. Filings

Dear Gentlemen:

Enclosed herewith please the Certificate of Limited Partnership of Blue Ice Partners, L.P. together with the Affidavit of Capital Contributions and Acceptance of Appointment as Registered Agent.

Enclosed is our client's check in the sum of \$1,837.50 and we request your return of a certified copy.

Thank you in advance for your attention to this matter.

Very truly yours,

Mitchell B. Kirschner

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MBK/sbs

cc: William Hietanen

Mitchell Kirschner GAVE
AUTHORIZATION BY PHONE TO
CORRECT of keral partner's name
DATE 11-15-99
DOC. EXAM. JB

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FILED
99 NOV 12 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
11-15-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BLUE ICE PARTNERS, L.P., LIMITED PARTNERSHIP**

1. Name of Limited Partnership:

BLUE ICE PARTNERS, L.P., LIMITED PARTNERSHIP

2. Business Address of Limited Partnership:

4660 Blue Lake Drive
Boca Raton, Florida 33431

3. Name of Registered Agent:

WILLIAM HIETANEN

4. Street Address of Registered Agent:

4660 Blue Lake Drive
Boca Raton, Florida 33431

5. Signature of Registered Agent:


WILLIAM HIETANEN

6. Mailing Address of Limited Partnership:

4660 Blue Lake Drive
Boca Raton, Florida 33431

**7. The latest date upon which the Limited Partnership is to be dissolved is
December 31, 2040.**

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TALLAHASSEE, FLORIDA

8. Name and specific address of the sole general partner:

BLUE LAKE'S ATHLETIC & ICE CENTER, INC.
Attention: WILLIAM HIETANEN, PRESIDENT
4660 Blue Lake Drive
Boca Raton, Florida 33431

Signed this 10 day of NOVEMBER, 1999.

BLUE ICE PARTNERS, L.P.

By: BLUE LAKE'S ATHLETIC & ICE CENTER
PARTNERS, INC.

By: William Hietanen
WILLIAM HIETANEN, PRESIDENT

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared WILLIAM HIETANEN, President of BLUE LAKE'S ATHLETIC & ICE CENTER, INC., a Florida corporation, the General Partner of BLUE ICE PARTNERS, L.P., a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of initial capital contributions of the limited partners upon the filing of this Certificate is \$1,000.00.
2. The total amount to be contributed by the limited partners shall not exceed \$6,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BLUE ICE PARTNERS, L.P.
a Florida limited partnership

By: BLUE LAKE'S ATHLETIC & ICE CENTER,
INC., a Florida corporation,
the sole General Partner

By: 
WILLIAM HIETANEN, PRESIDENT

(SEAL)

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer of and to take acknowledgments in and for the State and County set forth above, personally appeared WILLIAM HIETANEN, as President of BLUE LAKE'S ATHLETIC & ICE CENTER, INC., a Florida corporation, the sole General Partner of BLUE ICE PARTNERS, L.P., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to me and before me that he executed this Affidavit as President of the sole General Partner of said partnership.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 12 day of November, 1999.

(SEAL)

A circular notary seal for Mitchell B. Kirschner, Notary Public, State of Florida. The seal contains the text: "Notary Public, State of Florida", "Commission No. CC 556498", and "My Commission Expires 7/13/2000". The seal is surrounded by a decorative border. The notary's signature is written over the seal.
Notary Public, State of Florida
Commission No. CC 556498
My Commission Expires 7/13/2000
Notary Service & Bonding Co.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BLUE ICE PARTNERS, L.P., ("Partnership"), I hereby agree to act in this capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with the provisions of all statutes relative to the complete and proper performance of my duties as registered agent.



WILLIAM HIETANEN

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TALLAHASSEE, FLORIDA