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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002488249--1

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 14 PM 11:48

Blue Coral - Flick 50, Ltd.

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie ☺

APR 13 1998

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4/14/98

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Blue Coral-Slick 50, Ltd.
(Name of limited partnership as it is in the home state;)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Ohio 4. May 2, 1997
(State of Formation) (Date of Formation)
5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM
Connie Bryan
(Officer must sign on this line)
Connie Bryan, Special Asst. Secretary
(Type Name and Title of Officer)
8. 1385 West 2200 South, Salt Lake City, Utah 84119
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Blue Coral, Inc., 1215 Valley Belt Road, Cleveland, Ohio 44131
10. 1385 West 2200 South, Salt Lake City, Utah 84119
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. 1385 West 2200 South, Salt Lake City, Utah 84119
(Mailing Address of Limited Partnership)

This 24th day of March, 1998.

By: *Richard Winkler*

General Partner

Richard Winkler, Assistant Secretary of
Blue Coral, Inc.

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day
of March, 1998, by Richard Winkler, Assistant Secretary of Blue Coral, Inc. (Name of General Partner) of

Blue Coral-Slick 50, Ltd.

(Name of Limited Partnership), An Ohio (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

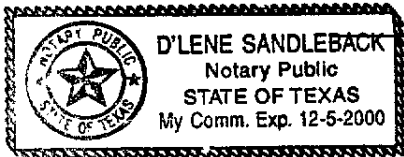
D'lene Sandelback
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires:

December 5, 2000



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Richard Winkler, Assistant Secretary of Blue Coral, Inc., a general partner of Blue Coral-Slick 50, Ltd., a (an) Ohio, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 11,870,974.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

This 1st day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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

Blue Coral, Inc., General Partner

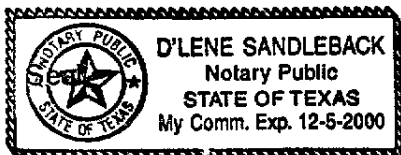
By: Richard Winkler
Richard Winkler, Assistant Secretary

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STATE OF TEXAS
COUNTY OF DALLAS
DATE April 1, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Richard Winkler, Assistant Secretary of Blue Coral, Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of April, 1998.



D'lene Sandelback
Notary Public

State of Texas at Large
My Commission Expires:
December 5, 2000