

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 Fax (850) 222-1222

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Corallo Family Properties, Ltd

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LP-1785.00
CR-RT 52.50

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
- 97 DEC 30 PM 4:31
- ___ Art of Inc. File
 - ☒ LTD Partnership File
 - ___ Foreign Corp. File
 - ___ L.C. File
 - ___ Fictitious Name File
 - ___ Trade/Service Mark
 - ___ Merger File
 - ___ Art. of Amend. File
 - ___ RA Resignation
 - ___ Dissolution / Withdrawal
 - ___ Annual Report / Reinstatement
 - ___ Cert. Copy
 - ___ Photo Copy
 - ___ Certificate of Good Standing
 - ___ Certificate of Status
 - ___ Certificate of Fictitious Name
 - ___ Corp Record Search
 - ___ Officer Search
 - ___ Fictitious Search
 - ___ Fictitious Owner Search
 - ___ Vehicle Search
 - ___ Driving Record
 - ___ UCC 1 or 3 File
 - ___ UCC 11 Search
 - ___ UCC 11 Retrieval
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DIVISION OF CORPORATIONS

Signature

Requested by: DN

Name

Date

Time

Walk-In

Will Pick Up

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CERTIFICATE OF LIMITED PARTNERSHIP

FOR

GRALLO FAMILY PROPERTIES, LTD.

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CERTIFICATE OF LIMITED PARTNERSHIP

FOR

GRALLO FAMILY PROPERTIES, LTD.

In accordance with Florida Statute 620.108, GRALLO FAMILY PROPERTIES, LTD., hereby tenders its Certificate of Limited Partnership. This Certificate of Limited Partnership, dated as of the 29th day of December, 1997, by GRALLO PROPERTIES, INC., (hereinafter referred to as "The Corporation") and LUCILLE E. GRALLO, (hereinafter referred to as "Individual General Partner").

1. Name. The name of the Partnership is GRALLO FAMILY PROPERTIES, LTD.

2. The Address of the Business. The location of and the mailing address of the business of the Partnership is 223 66TH Street S., St. Petersburg, FL 33707.

3. General Partners' Names and Addresses. The names and addresses of the General Partners are:

Lucille E. Grallo
223 66th Street S.
St. Petersburg, FL 33707

Grallo Properties, Inc.
223 66th Street S.
St. Petersburg, FL 33707

94 7000108871

4. Registered Office and Agent. The registered office of the Partnership is c/o Lefter, Cushman, Wilkinson, & Sadorf, P.A., 696 First Avenue North, Suite 201, St. Petersburg, Florida 33707. The registered agent for service of legal process on the Partnership is G. Barry Wilkinson at such registered office.

5. Latest Date of Termination. This term of the Partnership shall commence as of the date hereof and shall terminate December 31, 2027, unless sooner terminated in accordance with law or the limited partnership agreement.

6. Filing of Certificate. This Certificate shall be filed with the Department of State, State of Florida in accordance with the Florida Limited Partnership Law (as amended).

7. Affidavit of Limited Partner Capital. The amount of the capital contributions of the limited partners and the amount reasonably anticipated to be contributed by the limited partners is attached as Exhibit "A".

IN WITNESS WHEREOF, the General Partners have caused this Certificate of Limited Partnership of GRALLO FAMILY PROPERTIES, LTD., to be executed as of the day and year first above written.

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GENERAL PARTNERS:

GRALLO PROPERTIES, INC.
a Florida corporation

By: Lucille E. Grallo
LUCILLE E. GRALLO, President

Lucille E. Grallo
LUCILLE E. GRALLO
Individually

Witnesses:

Andrew L. Adler
ANDREW L. ADLER
Debra L. Willett
Debra L. Willett
Andrew L. Adler
ANDREW L. ADLER
Debra L. Willett
Debra L. Willett

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared LUCILLE E. GRALLO, as "Individual General Partner" and as President of GRALLO PROPERTIES, INC., a Florida corporation, as "Corporate General Partner", on behalf of the corporation, who after being duly sworn, deposes and says that she has executed the foregoing Certificate of Limited Partnership freely and voluntarily and for the purposes therein expressed.

SWORN to and subscribed before me this 29th day of December, 1997.

Andrew L. Adler
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires

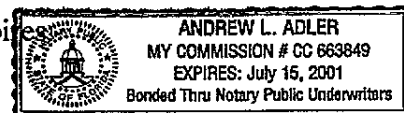


EXHIBIT "A"
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PINELLAS

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Before me this day personally appeared LUCILLE E. GRALLO, individually as General Partner and as President of GRALLO PROPERTIES, INC., a Florida corporation, the General Partners of GRALLO FAMILY PROPERTIES, LTD., the Limited Partnership, who, being first duly sworn, deposes and says:

1. This Affidavit is made pursuant to Florida Statute 620.108(1) for the purposes expressed therein.

2. The amount of capital contributions of the limited partners of GRALLO FAMILY PROPERTIES, LTD., is One Million Eight Hundred Seventy Three Thousand and No/100 Dollars (\$1,873,000.00) and the additional amount anticipated to be contributed by the limited partners shall not exceed One Hundred Twenty Seven Thousand and No/100 Dollars (\$127,000.00).

3. The fees due and paid in full to the Department of State under Florida Statute 620.182(2) for filing its original certificate of limited partnership are One Thousand Seven Hundred Fifty and No/100 Dollars (\$1,750.00).

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GENERAL PARTNERS:

GRALLO PROPERTIES, INC.
a Florida corporation

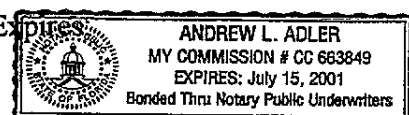
Lucille E. Grallo
LUCILLE E. GRALLO

By: Lucille E. Grallo
LUCILLE E. GRALLO, President

Sworn to and subscribed before me this 29th day of December, 1997, by LUCILLE E. GRALLO, individually as General Partner, and as President of GRALLO PROPERTIES, INC., on behalf of the corporation, who is personally known.

Andrew L. Adler
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires



AUTHORIZATION AND APPROVAL FOR USE OF NAME

GRALLO PROPERTIES, INC., a Florida corporation, hereby authorizes the formation of a limited partnership to be named "GRALLO FAMILY PROPERTIES, LTD.," of which GRALLO PROPERTIES, INC. shall be one of its general partners.

DATED this 29th day of December, 1997.

GRALLO PROPERTIES, INC.
a Florida corporation

By: Lucille E. Grallo
LUCILLE E. GRALLO, President

ATTEST:

Lucille E. Grallo
LUCILLE E. GRALLO
Secretary

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GRALLO FAMILY PROPERTIES, LTD.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Partnership at a place designated in this Certificate of Limited Partnership, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.061, Florida Statutes, relative to keeping open said office for service of process.

DATED this 29th day of December, 1997.

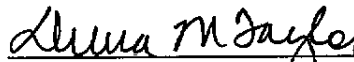


G. BARRY WILKINSON
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared G. BARRY WILKINSON, who, after being duly sworn, deposes and says that he has executed the foregoing Acceptance By Registered Agent freely and voluntarily and for the purposes therein expressed.

SWORN to and subscribed before me this 29th day of December, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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