

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301 (904) 227-8870
 Mailing Address: Post Office Box 101, Tallahassee, FL 32301
 TOLL FREE (800) 442-8870
 FAX (904) 227-2222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C. TAX _____
 FILING _____
 R. AGENT FEE _____
 S. COPY _____
 TOTAL _____
 V. BANK _____
 AMOUNT DUE _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN _____
 Will Pick Up _____

_____ of _____
Mesa Market Ltd
0001037

C.C. FEE, DISBURSED

Capital Express™ _____
 Art. of Inc. File _____
 Corp. Record Search _____
☒ Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

FILED
 STATE
 DIVISION OF CORPORATIONS
 05 JUN 1 1995
 PM 3:13

500001535455
 07/12/95-01012-018
 ***1837-50 ***1837-50

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP OF
MESA MARKET PLACE, LTD.
a Florida Limited Partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Uniform Limited Partnership Law, hereby states the following:

1. The name of the Partnership is Mosa Market Place, Ltd.
2. The address of the office of the Partnership is 2801 East Irlo Bronson Highway, Kissimmee, Florida 34744.
3. The name and address of the agent for service of process on the Partnership is Frank A. Buonauro, Jr. - 2801 East Irlo Bronson Highway, Kissimmee, Florida 34744.
4. The name and business address of the general partner is as follows: FAB Management Corp., a Florida corporation, with its principal address at 2801 East Irlo Bronson Highway, Kissimmee, Florida 34744. FAB Management Corp. is an active corporation and is not dissolved, revoked or withdrawn.
5. The mailing address of the Partnership is 2801 East Irlo Bronson Highway, Kissimmee, Florida 34744.
6. The latest date upon which the Partnership shall dissolve is December 31, 2095.

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 undersigned sole general partner of Mosa Market Place, Ltd. this 27th day of July, 1995.

General Partner:

FAB MANAGEMENT CORP.

By: 

Frank A. Buonauro, Jr., President

FILED
STATE
CLERK OF
COUNTY
JUL 11 PM 3:13

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mesa Market Place, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 11 PM 5:13

REGISTERED AGENT

By: Frank A. Buonauro, Jr.
FRANK A. BUONAURO, JR.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Certificate of Limited Partnership was acknowledged before me this 7th day of JULY, 1995, by Frank A. Buonauro, Jr., President of FAB Management Corp., a Florida corporation, a general partner of Mesa Market Place, Ltd., a Florida limited partnership, on behalf of said partnership, who is () personally known to me or () has produced _____ as identification and did take an oath.

Maurice Shams
Notary Public, State of Florida
Print Name MAURICE SHAMS
My Commission expires:



MAURICE SHAMS
MY COMMISSION # CC460034 EXPIRES
August 18, 1999
DONDED THRU TROY FAIN INSURANCE, INC

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF MESA MARKET PLACE, LTD.**

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned personally appeared, Frank A. Buonauro, Jr., President of FAB Management Corp., a Florida corporation, which is the general partner of Mesa Market Place, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

Wesley A. Fink	\$10.00
Frank and Marcia Murphy	\$10.00
Karen Murphy-Feehan	\$10.00
Mary Jane Crain	\$10.00
Lawrence Blumen	\$10.00
Thurman Gillespy, Jr.	\$10.00
Robert Scherer	\$10.00
Dottie Meador	\$10.00
James N. Powers	\$10.00
Joe Allen	\$10.00
F.L. Murray	\$10.00
Edward and Janet Kimutis	\$10.00
Robert J. Buonauro	\$10.00
Martin Andersen Trust	\$10.00
Jeanette Andersen Trust	\$10.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 11 PM 3:13

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows (less the above \$10.00 initial contribution):

Wesley A. Fink	\$300,000.00
Frank and Marcia Murphy	\$300,000.00
Karen Murphy-Feehan	\$150,000.00
Mary Jane Crain	\$150,000.00
Lawrence Blumen	\$150,000.00
Thurman Gillespy, Jr.	\$300,000.00
Robert Scherer	\$300,000.00
Dottie Meador	\$300,000.00
James N. Powers	\$75,000.00
Joe Allen	\$150,000.00
F.L. Murray	\$450,000.00
Edward and Janet Kimutis	\$300,000.00
Robert J. Buonauro	\$75,000.00
Martin Andersen Trust	\$150,000.00
Jeanette Andersen Trust	\$150,000.00

FURTHER AFFIANT SAYETH NOT.

Under 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.

General Partner:

FAB MANAGEMENT CORP.

By: Frank A. Buonauro, Jr.
Frank A. Buonauro, Jr., President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 11 PM 3:13

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Affidavit of Capital Contributions was acknowledged before me this 7th day of July, 1995, by Frank A. Buonauro, Jr., President of FAB Management Corp., a Florida corporation, a general partner of Mesa Market Place, Ltd., a Florida limited partnership, on behalf of said partnership, who is ☒ personally known to me or ☐ has produced as identification and did take an oath.

Maurice Shams
Notary Public, State of Florida

Print Name MAURICE SHAMS

My Commission expires:



MAURICE SHAMS
MY COMMISSION # CC460034 EXPIRES
August 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

The total anticipated limited partner Contributions is \$3,300,000.

CAPITAL CONNECTION

417 E. Virginia St., Suite 100, Tallahassee, FL 32301
 Mailing Address: Post Office Box 1014, Tallahassee, FL 32301
 TOLL FREE No. 1-800-228-1222
 FAX (904) 221-2222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C. TAX _____
 FILING _____
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 RECEIVED

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY *7/20/95* _____

WALK-IN *7/26 1:00*
 Will Pick Up

1037
 05 JUL 26 11:00

DIVISION	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Rep. Agent Service		
Document Filing		
Corporate Kit	08/02/95 01030-019	
Vehicle Search	****105.00	****105.00
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF
MESA MARKET PLACE, LTD.
a Florida Limited Partnership**

The undersigned, FAB Management Corp., as the sole General Partner of Mesa Market Place, Ltd., hereby amends the Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on July 11, 1995 as follows:

1. Mesa Market Place, Ltd. is filed with the offices of the Secretary of State of the State of Florida under A95000001037.

2. The sole General Partner of the Limited Partnership is FAB Management Corp., 2801 E. Irla Bronson Highway, Kissimmee, FL 34744.

3. FAB Management Corp. hereby resigns as a General Partner of Mesa Market Place, Ltd. and the undersigned, Mesa Swap Meet, Inc., a Florida corporation, hereby accepts all rights, duties and obligations as General Partner of Mesa Market Place, Ltd. effective as of the date of this Amendment.

4. All partners of the Partnership have agreed to the substitution of Mesa Swap Meet Inc. as the General Partner of the Partnership for FAB Management Corp. and this Amendment to the Certificate of Limited Partnership of Mesa Market Place, Ltd. for purposes of changing the General Partner thereof.

5. The name and address of the agent for service of process on the Partnership is Frank A. Buonauro, Jr., 2801 East Irla Bronson Highway, Kissimmee, Florida 34744.

6. The execution of this Certificate of Amendment by FAB Management Corp. and Mesa Swap Meet, Inc. constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, this Amendment to the Certificate of Limited Partnership of Mesa Market Place, Ltd. has been executed by the undersigned General Partner, FAB Management Corp. and by the substituted General Partner, Mesa Swap Meet, Inc. this 25th day of July, 1995.

General Partner:

FAB MANAGEMENT CORP.

By: Frank A. Buonauro, Jr.
Frank A. Buonauro, Jr., President

Substituted General Partner:

MESA SWAP MEET, INC.

By: Frank A. Buonauro, Jr.
Frank A. Buonauro, Jr., President

95 JUL 26 PM 12:26
FILED
CLERK OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mesa Market Place, Ltd., a Florida limited partnership (the "Partnorship") 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:

FRANK A. BUONAURO, JR.

FILED
SECRETARY OF CORPORATIONS
DIVISION
65 JUL 26 PM 12:26

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Certificate of Limited Partnership was acknowledged before me this 25th day of July, 1995, by Frank A. Buonauro, Jr., President of FAB Management Corp., a Florida corporation, a general partner of Mesa Market Place, Ltd., a Florida limited partnership, on behalf of said partnership, who is (x) personally known to me or () has produced as identification and did take an oath.

Notary Public, State of Florida

Print Name Maurice Shams

My Commission expires:

MAURICE SHAMS

MY COMMISSION # CC460034 EXPIRES

August 18, 1999

BONDED THRU TROY FAIR INSURANCE, INC.



FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

UNITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee
Secretary of State
DIVISION OF CORPORATIONS

1. Partnership Name

1a. DOCUMENT #
A95000001037

MESA MARKET PLACE, LTD.

FILED

1995 OCT -3 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. New Mailing Address

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

2801 EAST IRLO BRONSON HIGHWAY
KISSIMMEE FL 34744

Principal Office Address

2801 EAST IRLO BRONSON HIGHWAY
KISSIMMEE FL 34744

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 07/11/1995

3a. Date of Last Report

4. State or County of Formation

FL

5a. Capital Contributions as Shown
on Record
\$3,300,000.00

5b. Amount of Capital Contributions in
FLORIDA to Date

6. FET Number

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

SEE INSTRUCTIONS REQUIRED
for certificate of status

8. FEES: 1. Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee. \$130.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$130.75) AND NO MORE THAN \$576.25 (\$437.50 + \$130.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

BUONAURO, FRANK A JR.
2801 EAST IRLO BRONSON HIGHWAY
KISSIMMEE FL 34744

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

MESA SWAP MEET, INC.

2801 EAST IRLO BRONSON

KISSIMMEE FL 34744

P95000056810

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is true and accurate and does not qualify for the exemption stated in Section 119.07, (1)(b), Florida Statutes. I release the Division of Corporations from any liability of compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 60, Florida Statutes.

SIGNATURE

Frank A. Buonauoro
President

DATE

9/16/95

Typed or Printed Name of General Partner Signing Form MESA SWAP MEET, INC.

Telephone Number

407-546-2811

CR2E003 (6/95)