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A PROFESSIONAL LIMITED LIABILITY COMPANY

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125 WORTH AVENUE

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

May 9, 2000

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/10/00--01067--001

\*\*\*1837.50 \*\*\*1837.50

RE: Certificate of Limited  
Partnership of  
DiFilippo Enterprises  
Limited Partnership


Dear Sir/Madam:

We have prepared and enclose herein the Certificate of Limited Partnership of DiFilippo Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

  
RICK LEONE  
Special Tax Counsel

FILED  
00 MAY 10 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	DCC
RL:nh	
Updater	Enclosures
Printer	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TC  
\$1,500,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
DIFILIPPO ENTERPRISES  
LIMITED PARTNERSHIP**

FILED  
00 MAY 10 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED SUBSCRIBER** to this Certificate of Limited Partnership, being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I  
NAME**

The name of this limited partnership is the **DIFILIPPO ENTERPRISES LIMITED PARTNERSHIP**.

**ARTICLE II  
GENERAL PARTNER**

The general partner of the partnership, and its address, is as follows:

**DIFILIPPO ENTERPRISES, INC  
381 S. LAKE DRIVE  
APARTMENT 9  
PALM BEACH, FL 33480**

000000032296

**ARTICLE III  
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **381 S. LAKE DRIVE, APARTMENT 9, PALM BEACH, FL 33480**.

**ARTICLE IV  
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2049**.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited partnership is **215 SEASPRAY AVENUE, PALM BEACH, FL 33480**, and the name of the initial registered agent of this limited partnership at that address is **RICHARD DIFILIPPO**.

IN WITNESS WHEREOF, the undersigned Subscriber has executed this Certificate of Limited Partnership of the **DIFILIPPO ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: May 4, 2000.

**DIFILIPPO INVESTMENTS, INC.**  
(“General Partner”)

*C. D. Minic*  
*Fredrick J. Minic Jr.*

By: *Nando Difilippo*  
**NANDO DIFILIPPO**  
President

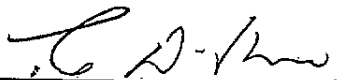

FILED  
00 MAY 10 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

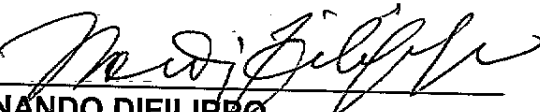
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the **DIFILIPPO ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **381 S. LAKE DRIVE, APARTMENT 9, PALM BEACH, FL 33480**, has named **RICHARD DIFILIPPO**, whose address is **215 SEASPRAY AVENUE, PALM BEACH, FL 33480**, as its agent to accept service of process within the State of Florida.

**DIFILIPPO INVESTMENTS, INC.  
("General Partner")**


  
\_\_\_\_\_  
  
\_\_\_\_\_

By:

  
\_\_\_\_\_  
**NANDO DIFILIPPO**  
President

DATED: May 4, 2000

**HAVING BEEN NAMED** to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
**RICHARD DIFILIPPO**

DATED: May 4, 2000

FILED  
00 MAY 10 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CAPITAL CONTRIBUTIONS AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF PALM BEACH**

**BEFORE ME**, the undersigned individual, **NANDO DIFILIPPO**, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That he is the sole limited partners (the "**Limited Partner**") of the **DIFILIPPO ENTERPRISES LIMITED PARTNERSHIP**.
- (2) That he has made an initial contribution as limited partner in the aggregate amount of One Million Five Hundred Thousand Dollars (\$1,500,000).
- (3) That the total anticipated limited partners' contributions is One Million Five Hundred Thousand Dollars (\$1,500,000).

  
**NANDO DIFILIPPO**  
Limited Partner

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **NANDO DIFILIPPO**, the person described in the foregoing document as the "**Limited Partner**", and who executed the foregoing instrument and he acknowledged before me that he had executed the same.

**WITNESS** my hand and official seal in the County and State last aforesaid the 4th day of May, 2000.

  
**NOTARY PUBLIC**

**My Commission Expires:**

