

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A010000001710

Grow Hospitality Sales and
Services, Ltd.

300004745073--6
-12/31/01--01047--029
****140.00 ****140.00

A01-1710
OR

Signature _____

Requested by: SK

Name _____

Date 12/31/01

Time 12:00

Walk-In _____

Will Pick Up _____

____ 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 _____
____ Courier _____

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SECRETARY OF STATE

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
GROW HOSPITALITY SALES AND SERVICES, LTD.**

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name. The name of the Partnership shall be **GROW HOSPITALITY SALES AND SERVICES, LTD.**

2. Principal Place of Business. The principal place of business of the Partnership and its mailing address shall be at its offices located at 1941 Sapphire Lane, Clearwater, Florida 33760.

3. Registered Agent. The name and address of the initial agent for service of process on the Partnership are Kalina Sarmov, Esq., 900 Drew Street, Clearwater, Florida 33755. The General Partner may, on behalf of the Partnership, change the name and office of such registered agent upon notice to the limited partners.

4. General Partners. The names and specific addresses of the General Partner(s) of the Partnership are as follows:

GENERAL PARTNER
GROW HOSPITALITY SALES AND SERVICES, INC.

ADDRESS
1941 Sapphire Lane
Clearwater, FL 33760

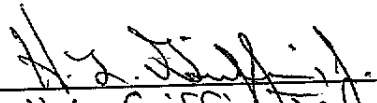
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5. Term. The term of the Partnership shall commence upon filing of this Certificate with the Department of State, State of Florida, and shall terminate December 31, 2030, unless sooner terminated in accordance with law or the Agreement of Limited Partnership.

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TALLAHASSEE, FLORIDA


DATED this 26th day of December, 2001.

GROW HOSPITALITY SALES AND SERVICES, INC.


By: H. C. Griffin Jr.
Its: President

ACCEPTANCE OF REGISTERED AGENT

The undersigned does herewith accept the duties and responsibilities of registered agent for the within Limited Partnership.


Kalina Sarmov

Date: 12/26/01

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TALLAHASSEE, FLORIDA

GROW HOSPITALITY SALES AND SERVICES, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

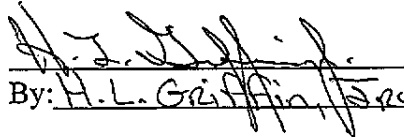
The undersigned, constituting all of the General Partners of GROW HOSPITALITY SALES AND SERVICES, LTD., a Florida limited partnership, does hereby certify:

1. That the amount of capital contributions to date of the Limited Partners is \$100.00.
2. It is not anticipated that there will be additional capital contributions of Limited Partners in the future.

Further, Affiant sayeth naught.

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.

INC. GROW HOSPITALITY SALES AND SERVICES,


By: H.L. Griffin

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