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2002 SEP -4 PM 1:54

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 730721 4326591

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 2002

ORDER TIME : 11:46 AM

ORDER NO. : 730721-005

CUSTOMER NO: 4326591

CUSTOMER: Kevin D. Nelson, Esq
Fowler White Boggs Banker

Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

RECEIVED
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DOMESTIC FILING

NAME: CLASSIC CITY ENTERPRISES, LTD.

EFFECTIVE DATE:

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-09/04/02--01049--002

***1837.50 ***1837.50

XX____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

J. BRYAN SEP - 4 2002

CERTIFICATE OF LIMITED PARTNERSHIP
CLASSIC CITY ENTERPRISES, LTD.

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In accordance with Florida Statute Section 620.108, Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. **Name.** The name of this limited partnership shall be "Classic City Enterprises, Ltd."

2. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

Jeffrey C. Shannon, Esquire
501 E. Kennedy Blvd., Ste. 1700
Tampa, Florida 33629

3. **General Partner.** The name and business address of the general partner is:

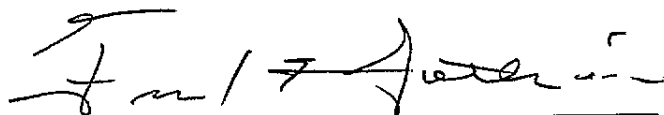
#F02000003993

Classic City Doughnut Company
2922 Berkfield Drive
Augusta, Georgia 30909

4. **Mailing Address.** The principal office and mailing address of the limited partnership is:

4741 South Atlantic Ave.
Ponce Inlet, Florida 32118

5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2052.



Frank E. Guthrie, Chief Executive
Officer of Classic City Doughnut
Company, General Partner

STATE OF GEORGIA
COUNTY OF RICHMOND

The foregoing instrument was acknowledged before me this 15th
day of ~~July~~ ^{AUGUST}, 2002, by Frank E. Guthrie, Chief Executive Officer of
CLASSIC CITY DOUGHNUT COMPANY, the general partner, who is
personally known to me or who has produced _____
as identification.

Martha L McKnight
Print Name MARTHA L. MCKNIGHT

"NOTARY PUBLIC"

My Commission Expires:

Notary Public, Richmond County, Georgia
My Commission Expires May 12, 2003

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TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated limited partnership, at the place designated in its Certificate of Limited Partnership, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 620.192(2), Florida Statutes.

Signature

Jeffrey C. Shannon
Registered Agent

Date

8-30-02

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TALLAHASSEE, FLORIDA

STATE OF GEORGIA

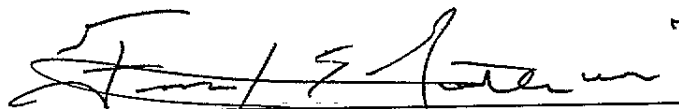
COUNTY OF RICHMOND

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared Frank E. Guthrie, Chief Executive Officer of CLASSIC CITY DOUGHNUT COMPANY, a Georgia corporation authorized to do business in the State of Florida, known to me to be the general partner of CLASSIC CITY ENTERPRISES, LTD., a Florida limited partnership, who, before me first duly sworn, declares as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,999.50.

2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$20,000,000.00.



Frank E. Guthrie, Chief Executive
Officer of Classic City Doughnut
Company, General Partner

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TALLAHASSEE, FLORIDA

STATE OF GEORGIA
COUNTY OF RICHMOND

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personally known to me or who has produced _____ as
identification.

Martha L. McKnight
Print Name MARTHA L. MCKNIGHT

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