

Certificate of Limited Partnership

A02000001477

FILED

November 07, 2002

Sec. Of State

Name of Limited Partnership:

FLEMING'S/NASHVILLE, LIMITED PARTNERSHIP

Business Address of Limited Partnership:

2202 NORTH WEST SHORE BLVD.
5TH FLOOR
TAMPA, FL. 33607

Mailing Address of Limited Partnership:

2202 NORTH WEST SHORE BLVD.
5TH FLOOR
TAMPA, FL. 33607

The name and Florida street address of the registered agent is:

JOSEPH J KADOW
2202 NORTH WEST SHORE BLVD.,
5TH FLOOR
TAMPA, FL. 33607

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JOSEPH J. KADOW

The latest date upon which the Limited Partnership is to be dissolved is:

12/31/2038

The name and address of all general partners are:

Title: G
OS PRIME, INC.
2202 NORTH WEST SHORE BLVD., 5TH FLOOR
TAMPA, FL. 33607 US

The effective date for this Limited Partnership shall be:

11/07/2002

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
FLEMING'S/NASHVILLE, LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
0.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
35,000.00

Signed this Seventh day of November, 2002

Under the penalties of perjury I (we) declare the I (we) have read the foregoing
and know the contents thereof and that the facts stated herein are true and correct.

General Partner Signature: JOSEPH J. KADOW, VICE PRESIDENT