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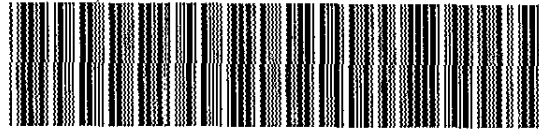
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 644963 7274201

AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : May 13, 2004

ORDER TIME : 10:36 AM

ORDER NO. : 644963-005

CUSTOMER NO: 7274201

CUSTOMER: Ms. Theresa Wright
Brant Abraham Reiter &
McCormick, P.a.
Suite 2750
50 North Laura Street
Jacksonville, FL 32202

DOMESTIC FILING

PLEASE FILE FIRST

NAME: SHOWBOAT CAR WASH LIMITED
PARTNERSHIP, LLLP

EFFECTIVE DATE:

XX CERTIFICATE OF LLLP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP
(FORMERLY SHOWBOAT CAR WASH, LLP)**

FILED
04 MAY 13 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to convert a Florida limited liability general partnership pursuant to Section 620.8902 of the Florida Revised Uniform Partnership Act of 1995, to a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby certifies:

1. The name of the limited partnership is SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP (the "Partnership").
2. The Partnership was converted from a limited liability general partnership to a limited partnership.
3. The former name of the Partnership is SHOWBOAT CAR WASH, LLP.
4. The two partners of SHOWBOAT CAR WASH, LLP, each cast one hundred percent (100%) of their vote to unanimously approve the conversion of the Partnership from a limited liability general partnership to a limited liability limited partnership.
5. The location of the principal place of business of the Partnership is 1636 South Third Street, Jacksonville Beach, Florida 32250, or at such other place as the general partner may designate.
6. The street address of the registered office of the Partnership is 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the registered agent of the Partnership at that address is Brant, Abraham, Reiter & McCormick, P.A.
7. The name and the business address of the sole general partner of the Partnership is SHOWBOAT MANAGEMENT, LLC, a Florida limited liability company, 1636 South Third Street, Jacksonville Beach, Florida 32250.
8. The mailing address of the Partnership is 1636 South Third Street, Jacksonville Beach, Florida 32250.
9. The latest date the Partnership is to dissolve is December 31, 2053.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 12th day of May, 2004.

Theresa Wright
Witness
Print Name: Theresa Wright

Thomas M. Beter
Witness
Print Name: Thomas M. Beter

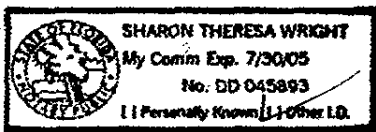
SHOWBOAT MANAGEMENT, LLC, a
Florida limited liability company

By: David P. Danzeisen
David P. Danzeisen
Its: Managing Member

"General Partner of SHOWBOAT CAR
WASH LIMITED PARTNERSHIP, LLLP"

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of May, 2004, by David P. Danzeisen, as Managing Member of SHOWBOAT MANAGEMENT, LLC, a Florida limited liability company, as General Partner of SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP, a limited partnership, who executed the foregoing as his free act on behalf of the partnership, and ☐ who is personally known to me or who has produced FDL as identification.



Sharon Theresa Wright
Print Name: _____
Notary Public, State of Florida At Large
Commission No.: _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes Sections 48.061 and 620.105, the following is submitted:

SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP, desiring to organize under the laws of the State of Florida, hereby designates Brant, Abraham, Reiter & McCormick, P.A., a Florida corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

Theresa Wright
Witness
Print Name: Theresa Wright

Thomas M. Reiter
Witness
Print Name: Thomas M. Reiter

SHOWBOAT MANAGEMENT, LLC, a
Florida limited liability company

By: David P. Danzeisen
Its: Managing Member

"General Partner of SHOWBOAT CAR
WASH LIMITED PARTNERSHIP, LLLP"

Having been named to accept service of process for SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.

By: Thomas M. Reiter
Thomas M. Reiter, Vice President

Dated: May 12, 2004

STATE OF FLORIDA
COUNTY OF DUVAL

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP**

Before me, the undersigned authority, personally appeared David P. Danzeisen, who being by me first duly sworn, deposes and says:

1. That he is the Managing Member of SHOWBOAT MANAGEMENT, LLC, which is the sole general partner of SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP, a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately \$312,500. There are no future contributions anticipated.

Theresa Wright
Witness
Print Name: Theresa Wright

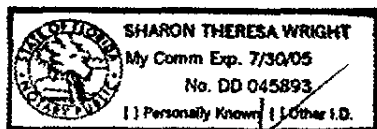
Thomas M. Deiter
Witness
Print Name: Thomas M. Deiter

SHOWBOAT MANAGEMENT, LLC, a
Florida limited liability company

By: David P. Danzeisen
David P. Danzeisen
Its: Managing Member

"General Partner of SHOWBOAT CAR
WASH LIMITED PARTNERSHIP, LLLP"

The foregoing instrument was acknowledged before me this 12th day of May, 2004, by David P. Danzeisen, as Managing Member of SHOWBOAT MANAGEMENT, LLC, a Florida limited liability company, as General Partner of SHOWBOAT CAR WASH LIMITED PARTNERSHIP, LLLP, a limited partnership, who executed the foregoing as his free act on behalf of the partnership, and ☐ who is personally known to me or who has produced FDL as identification.



Sharon Theresa Wright
Print Name: _____
Notary Public, State of Florida At Large
Commission No.: _____
My Commission Expires: _____