

A04000001525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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Marwin Management, L.L.C.


September 21, 2004

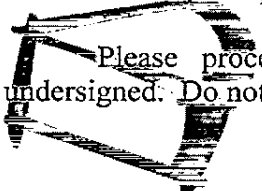

Registration Section
Department of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

 Re: Registration of a new Florida Limited Partnership, and Registration of the Foreign Limited Liability Company that will be its General Partner

To Whom It May Concern:

 Enclosed for registration is a Certificate of Limited Partnership and Affidavit of Capital Contributions, along with a check for \$1788.00 in payment of the filing fee.

 In addition, the general partner of the Limited Partnership will be a foreign limited liability corporation. Therefore, also enclosed is an application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with a Certificate of Designation of Registered Agent/Registered Office, verification from the State of Texas that the limited liability company is active, and a check for \$125.00 in payment of the filing fee.

 Please process these documents and forward acknowledgment of filing to the undersigned. Do not hesitate to contact me if you have any questions about the enclosures.

Sincerely,

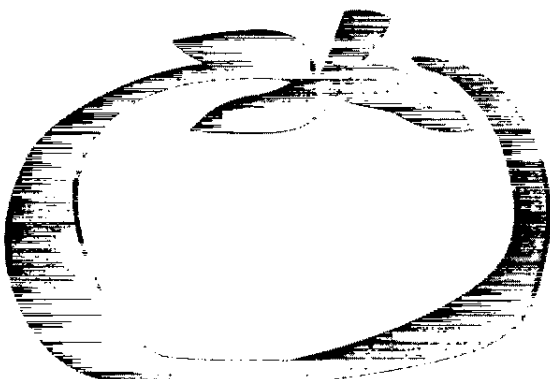
Lois Williams

Lois Williams
Franchise and Operations Administration

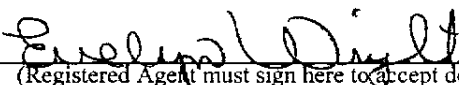
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CERTIFICATE OF LIMITED PARTNERSHIP

1. TEG-Pizza Partners Florida, Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 9400 North Central Expressway, #1304, Dallas, TX 75231
(Business address of Limited Partnership)
3. Corporation Service Company
(Name of Registered Agent for Service of Process)
4. 1201 Hays St., Tallahassee, FL 32301
(Florida street address for Registered Agent)
5.  Evelyn Wright/Authorized Representative
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 9400 North Central Expressway, #1304, Dallas, TX 75231
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: N/A-perpetual
8. Name(s) of general partner(s): _____ Street address: _____

TEG Pizza GP, LLC
May-14-04

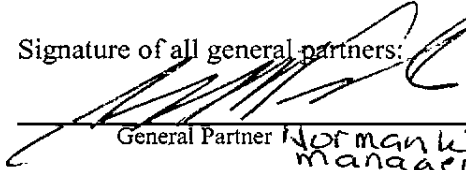
9400 N. Central Expwy. #1304,
Dallas, TX 75231

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

Signed this 15th day of September, 2004.

Signature of all general partners: _____


General Partner Norman Winton,
manager

General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of TEG-Pizza Partners Florida,
Limited Partnership

a Florida Limited Partnership, certify:

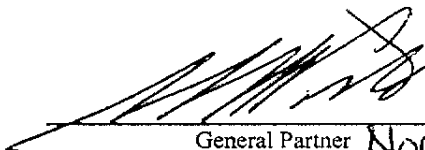
The amount of capital contributions to date of the limited partners is \$ _____.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 610,000.

Signed this 15th day of September, 2004.

FURTHER AFFLIANT SAYETH NOT.

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



General Partner

Norman Winton,
manager

General Partner

General Partner

General Partner

General Partner

General Partner

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