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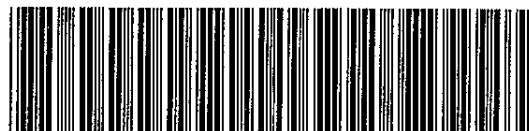
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LAW OFFICES OF MARK F. DAHLE, P. A.

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BUILDING A, SUITE 105 (33813)
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

MEMBER OF:
NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS
NATIONAL ACADEMY OF ELDER LAW ATTORNEYS
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March 7, 2005

Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

BY UPS OVERNIGHT MAIL Tracking Number 1Z F23 80E 22 1000 355 0

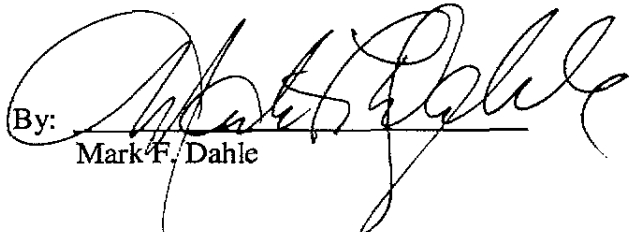
Dear Sir or Madam:

Enclosed you will find one original and one copy of the Limited Partnership Agreement of the Ghaly Family Limited Partnership. Please file and send one of the copies, stamped and dated to our office in the envelope provided. Also enclosed is our check number 1350 in the amount of One Thousand Three Hundred Fifty and No one hundredths Dollars (\$1,350.00) for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

Law Offices of Mark F. Dahle, P.A.

By: 
Mark F. Dahle

MFD:ml

C3696.4

GHALY FAMILY LIMITED PARTNERSHIP AGREEMENT of February 11, 2005

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GHALY FAMILY LIMITED PARTNERSHIP**

A Florida Limited Partnership

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

1. **Name.** The name of this Limited Partnership shall be GHALY FAMILY LIMITED PARTNERSHIP.

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

ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC.
13168 Dowling Lane, Odessa, Florida 33556

3. **General Partners.** The name and business addresses of the general partners are:

ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC.
13168 Dowling Lane, Odessa, Florida 33556

905-27787

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

ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC.
13168 Dowling Lane, Odessa, Florida 33556

5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2030.

Lisa I. Ghaly
ABBY'S MANAGEMENT OF CENTRAL
FLORIDA, INC., General Partner, by Lisa I.
Ghaly, Assistant Secretary

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing GHALY FAMILY LIMITED

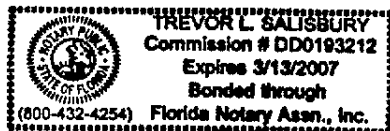
GHALY FAMILY LIMITED PARTNERSHIP AGREEMENT of February 11, 2005

PARTNERSHIP, I hereby accept and am familiar with the duties and responsibilities of acting as registered agent.

Lisa I. Ghaly
ABBY'S MANAGEMENT OF CENTRAL
FLORIDA, INC., General Partner, by Lisa I.
Ghaly, Assistant Secretary

STATE OF FLORIDA)
)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 11th day of February, 2005, by Lisa I. Ghaly, Assistant Secretary, ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC., who produced a Florida Driver's License and who did take an oath.



Trevor L. Salisbury
Trevor L. Salisbury
Notary Public, State of Florida
My Commission Expires: March 13, 2007

GHALY FAMILY LIMITED PARTNERSHIP AGREEMENT of February 11, 2005

STATE OF FLORIDA)
)
COUNTY OF POLK)

AFFIDAVIT OF GENERAL PARTNER

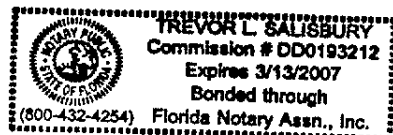
BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC., by Lisa I. Ghaly, Assistant Secretary, known to me to be the general partner of GHALY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, who before me first duly sworn, declares as follows:

1. The amount or value of capital initially contributed to the Partnership by the limited partners is One Hundred Eighty Thousand Dollars (\$180,000.00).
2. The amount or value of capital anticipated to be contributed to the Partnership by the limited partners is: none.

Lisa I. Ghaly
ABBY'S MANAGEMENT OF CENTRAL
FLORIDA, INC., General Partner, by Lisa I.
Ghaly, Assistant Secretary

STATE OF FLORIDA)
)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 11th day of February, 2005, by ABBY'S MANAGEMENT OF CENTRAL FLORIDA, INC., who is personally known to me or who has produced a Florida Driver's license as identification and who did take an oath.



Trevor L. Salisbury
Trevor L. Salisbury
Notary Public, State of Florida
My Commission Expires: March 13, 2007