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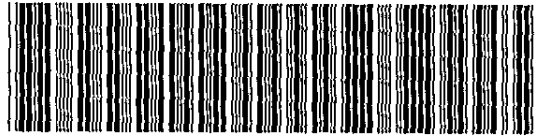
(Business Entity Name)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 865195 4326591

AUTHORIZATION

COST LIMIT : \$ 1052.50

2006 FEB 13 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ORDER DATE : February 13, 2006

ORDER TIME : 9:47 AM

ORDER NO. : 865195-005

CUSTOMER NO: 4326591

DOMESTIC FILING

NAME: WINGHOUSE OF DALLAS, LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
WINGHOUSE OF DALLAS, LTD.

In accordance with Section 620.1201 of the Florida Statutes, this 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 as follows:

"WINGHOUSE OF DALLAS, 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:

Fowler White Boggs Banker P.A.
501 East Kennedy Blvd., Suite 1700
Tampa, Florida 33602
Attention: R. Alan Higbee

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

Ker Texas, Inc.
7491 Ulmerton Road, Suite B
Largo, Florida 33771

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

7491 Ulmerton Road, Suite B
Largo, Florida 33771

5. **Termination Date.** The limited partnership shall have perpetual existence.

6. **Effective Date.** The effective date of this Certificate of Limited Partnership shall be the date of acceptance of the Certificate of Limited Partnership by the Secretary of State of the State of Florida.

7. **Real Property.** A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

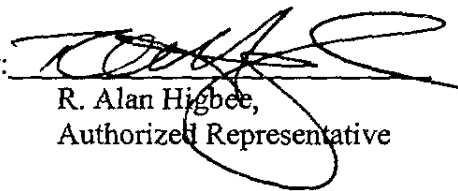
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SECRETARY OF STATE
-TAMPA, FLORIDA-

P05 000151495

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by R. Alan Higbee the Authorized Representative of Winghouse of Dallas, Ltd. on this 9th day of February, 2006.


GENERAL PARTNER:

KER TEXAS, INC.

By: 
R. Alan Higbee,
Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of February, 2006, by R. Alan Higbee, who is personally known to me and who is the Authorized Representative of Ker Texas, Inc., the general partner of Winghouse of Dallas, Ltd.


Print Name Andrea Marino

"NOTARY PUBLIC"

My Commission Expires: 2/23/08



Andrea Marino
My Commission DD293083
Expires February 23, 2008

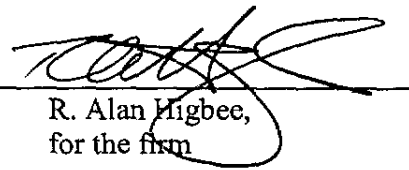
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Winghouse of Dallas, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, Fowler White Boggs Banker P.A., by action of its representative R. Alan Higbee, hereby agrees to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

FOWLER WHITE BOGGS BANKER P.A.

By:


R. Alan Higbee,
for the firm

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of February, 2006, by R. Alan Higbee, on behalf of Fowler White Boggs Banker P.A., who is personally known to me.



Print Name

Andrea Marino

"NOTARY PUBLIC"

My Commission Expires: 2/23/08



Andrea Marino
My Commission DD293083
Expires February 23, 2008