

CORPORATION INCORPORATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL
904-222-0170
904-222-0170 FAX

000-142-8086

CSC networks

A950000000001

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 515265 11725A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : December 30, 1994

ORDER TIME : 9:59 AM

ORDER NO. : 515265

CUSTOMER NO: 11725A

CUSTOMER: Ms. Angela P. Berkey
JAMES S. BYRD, JR., P.A.

Suite H
807 South Orlando Avenue
Winter Park, FL 32789

FILED
SECRETARY OF STATE
CORPORATE OPERATIONS
94 DEC 30 AM 9:53

FILED
SECRETARY OF STATE
CORPORATE OPERATIONS
94 DEC 30 AM 9:53

700001371087
-01/05/95--01057--020
385.00--385.00

DOMESTIC FILING

NAME: DOLLAR PARTNERS, LTD.

G. TAX 350.00
FILING 350.00
AGENT FEE 350.00
COPY 350.00
FIRM 350.00
FEE 350.00
FEE 350.00
FEE 350.00

12/30/94
XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

PK 12/30/94

[Signature]

72
350.0000

WPA 1000 5765730

ORIGINAL CERTIFICATE OF LIMITED PARTNERSHIP OF
DOLLAR PARTNERS, LTD.

The parties desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) do hereby certify as follows:

- I. The name of the Partnership: **DOLLAR PARTNERS, LTD.**
- II. The mailing address of the Partnership is: 807 S. Orlando Avenue, Suite H, Winter Park, FL 32789. The principal place of business shall be the same.
- III. The address of the Partnership's registered office in the State of Florida is 807 S. Orlando Avenue, Suite H, Winter Park, FL 32789. The name of the registered agent at such address is James S. Byrd, Jr.
- IV. The name and business address of each general partner designated herein:
- GENERAL PARTNER: DOLLAR STOP INTERNATIONAL, INC.**
807 S. Orlando Avenue, Suite H
Winter Park, FL 32739
- V. The term for which the Partnership is to exist:

The term of existence shall be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be the first to occur of the following:

(a) Upon the death or insanity of the sole remaining general partner without appointment of a successor general partner, the removal of the sole remaining general partner or substitute general partner or the retirement, bankruptcy, or insolvency of any general partner or substitute general partner in each instance without appointment of a successor general partner.

(b) The sale of all or substantially all of the Partnership's property coupled with the decision to liquidate and dissolve the Partnership.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed and sworn to by the parties hereto this 15th day of June, 1994.

WITNESSES:

Stephanie J. McConnell
Christine A. McConnell
James S. Byrd, Jr.
James S. Byrd, Jr.

STATE OF FLORIDA
COUNTY OF COLUMBIA

"GENERAL PARTNER"
DOLLAR STOP INTERNATIONAL, INC.

By: Marshall S. Cohn
Its: President

The foregoing instrument was acknowledged before me on this 15th day of June, 1994, by Marshall S. Cohn, who is personally known to me and who did take an oath.

Angela P. Berkey
Notary Public



AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, being the sole General Partner named in that certain Certificate of Limited Partnership of Dollar Partners, Ltd., being first duly sworn, deposes and says:

1. He is the president of the sole General Partner of Dollar Partners, Ltd., a Florida limited partnership (the "Partnership").
2. The initial contribution by the limited partner(s) of the Partnership is \$50,000.
3. The amount anticipated to be contributed by the limited partners is \$0/unknown at this time. A supplemental affidavit with appropriate fees will be filed in accordance with Section 620.112, Florida Statutes, if and when any such additional contributions are received.

GENERAL PARTNER

By: Marshall S. Cohn

Marshall S. Cohn, President
of General Partner

The foregoing instrument was acknowledged before me on this 15th day of June, 1994, by Marshall S. Cohn, who is personally known to me and who did take an oath.

Christine B. Berkey
Notary Public

My Commission Expires:



1ST NOTICE: DUE ON OR BEFORE DECEMBER 31, 1994

LIMITED PARTNER REPORT
ADDITIONAL REPORT
1995



1. Name of Partnership
DOLLAR PARTNERS, LTD.

1a. DOCUMENT #
A95000000001

Filing Address

807 S. ORLANDO AVENUE, SUITE H
WINTER PARK, FL 32789

2. Balance of contributions as of the end of the reporting period

3. Date Report Due (FL Statute 607.103)
12/30/94

3a. Date Report Due (FL Statute 607.103)
N/A

4. State of Florida

5a. Capital Contributions as of the end of the reporting period
\$50,000.00

5b. Amount of Capital Contributions as of the end of the reporting period
\$50,000.00

6. State of Florida

X
First Notice of Filing

7. Filing Fee
\$10.00

8. THE BASIC ANNUAL REPORT FILING FEE IS FIGURED AT THE RATE OF \$7.00 PER THOUSAND ON THE ACTUAL CAPITAL CONTRIBUTION PLUS A SUPPLEMENTAL FEE OF \$138.75 PURSUANT TO § 607.103, FLORIDA STATUTES. THE FILING FEE SHALL BE NOT LESS THAN \$10.00 AND NOT MORE THAN \$575.25 (\$437.50 + \$138.75). For questions concerning filing fees, please call (904) 487-6056. Please submit your 1995 annual report with a check payable to the Secretary of State in U.S. funds through a U.S. bank.

9. Name and Address of Current Registered Agent

JAMES S. BYRD, JR.
807 S. ORLANDO AVENUE, SUITE H
WINTER PARK, FL 32759

10. If changed, new registered agent's name

N/A

10a. Pursuant to the provisions of sections 607.103, 607.104, and 607.105, Florida Statutes, the above named limited partner or general partner is registered in the State of Florida. If the above named limited partner or general partner is not registered in the State of Florida, the partnership must file a statement of partnership with the Department of Banking and Finance, and a copy of the statement of partnership must be filed with the Department of Banking and Finance. If the partnership is not registered in the State of Florida, the partnership must file a statement of partnership with the Department of Banking and Finance, and a copy of the statement of partnership must be filed with the Department of Banking and Finance.

SIGNATURE (Registered Agent Accepting Appointment)

N/A

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner

DOLLAR STOP INTERNATIONAL,
INC.

11a. Address of General Partner
(Do NOT use Post Office Box Number)

807 S. ORLANDO AVENUE
SUITE H

11b. City and State

WINTER PARK, FL

11c. Filing Fee

P94000042785

TIS 3/20/95

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12.

SIGNATURE

M. S. Cohn

M. S. Cohn

1/12/95

407-643 2030

CR2003 (6-94)