

1201 HAYS STREET
FALLAHASSEE, FL 32106
904-222-9071

800-342-8086

A95000000644



ACCOUNT NO. : 072100000032

800001464718
-04/26/95--01010--006
***1785.00 ***1785.00

REFERENCE : 581774 5318A

AUTHORIZATION :

COST LIMIT : 9 PPD

W 950000844

ORDER DATE : April 19, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 581774

CUSTOMER NO: 5318A

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street
Tampa, FL 33602

S. TAA	
FILING	17.50
AGENT FEE	35
COPY	
TOTAL	17.85
BANK	
BALANCE DUE	
REMIT	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 20 PM 4:01

DOMESTIC FILING

NAME: SLOPPY JOE'S MYRTLE BEACH,
L. P.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

JK
4/21/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 AM 10:19
95 APR 21 PM 4:01

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

229 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9266

TELECOPIER (813) 223-9620

MANLON H. BARLOW, III
JOHN R. BUSH
JAMES O. DAVIS, III
SAMUEL S. DELOMARCOLO
PATRICIA LABARTA DOUBLAS
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LINA A. HOPPE
PAUL L. HUBY

DAVID M. JEFFRIES
CHRISTINE M. POLAND
JEREMY P. ROSS
JOHN P. RUDY, II
EDWARD O. SAVITS
ALICIA J. SCHUMACHER
DANIEL H. SHERMAN, IV
H. RADLEY STAGGS
RANDY K. STENNE
JEFFREY W. WARREN
PAUL D. WATSON

April 18, 1995

Limited Partnership Section
Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Sloppy Joe's Myrtle Beach, L. P.

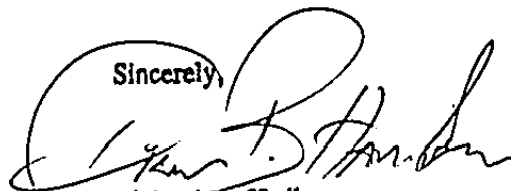
Ladies and Gentlemen:

On behalf of our captioned client, I am enclosing an original Certificate of Limited Partnership which ask that you file for record. Also enclosed is an Acceptance of Appointment by Resident Agent, an Affidavit of Capital Contributions and a check in the amount of \$1,785 in payment of the following fees:

Filing fee	\$1,750
Registered Agent	<u>35</u>
Total	\$1,785

I have also enclosed a duplicate copy of the Certificate of Limited Partnership which I would appreciate your date stamping and returning to me.

Sincerely,



Richard B. Hadlow

RBH/bar
Enclosures
73651.01

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 APR 21 PM 4:01

**CERTIFICATE OF LIMITED PARTNERSHIP
OF SLOPPY JOE'S MYRTLE BEACH, L.L.C.**

RECEIVED
DIVISION OF CORPORATIONS
10 AM: 01
21 APR 95

This is a Certificate of Limited Partnership of Sloppy Joe's Myrtle Beach, L.L.C. (the "Partnership"), dated as of April 18th 1995. The General Partner of the Partnership hereby certifies follows:

1. The name of the Partnership is Sloppy Joe's Myrtle Beach, L.L.C.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is Richard B. Hadlow, Esq., 220 South Franklin Street, Tampa, FL 33602.
3. The general partner of the Partnership is Millennium Broadway, Inc., a North Carolina corporation maintaining a business address at 41 W. Church Street, Suite 200, Orlando, FL 32801. *F45 00000 1951*
4. The mailing address of the Partnership is 41 W. Church Street, Suite 200, Orlando, FL 32801.
5. The latest date upon which the Partnership is to be dissolved is December 31, 2053.

IN WITNESS WHEREOF, the undersigned, constituting the general partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

Millennium Broadway, Inc., General Partner

By: 
Mark I. Gibson, President

STATE OF FLORIDA
COUNTY OF *Orange*

The foregoing instrument was acknowledged before me this 18th day of April 1995, under oath, by Mark I. Gibson, as President of Millennium Broadway, Inc., a North Carolina corporation, on behalf of the corporation, the General Partner of Sloppy Joe's Myrtle Beach, Ltd. He is personally known to me.

CAROLYN M. MEADOWS
Notary Public, State of Florida
My comm. expires August 9, 1997
Comm. No. CC307199

Carolyn M. Meadows
NOTARY PUBLIC, State of Florida at Large

Print Name: _____

My Commission Expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 PM 4: 01

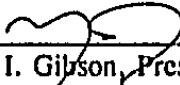
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF *Orange*

THE UNDERSIGNED, Mark I. Gibson, being sworn, upon his oath, deposes and say:

1. I am the President of Millennium Broadway, Inc., the General Partner of Sloppy Joe's Myrtle Beach, L.L.C., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partner that have been made or are anticipated to be made to the Partnership is \$825,000



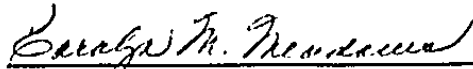
 Mark I. Gibson, President
 Millennium Broadway, Inc.
 General Partner of
 Sloppy Joe's Myrtle Beach, L.L.C.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 APR 21 PM 4:01

STATE OF FLORIDA
 COUNTY OF ~~HILLSBOROUGH~~ *Orange*

The foregoing instrument was acknowledged before me this 18th day of April 1995, under oath, by Mark I. Gibson, as President of Millennium Broadway, Inc., a North Carolina corporation, on behalf of the corporation, the General Partner of Sloppy Joe's Myrtle Beach, L.L.C. He is personally known to me.

CAROLYN M. MEADOWS
 Notary Public, State of Florida
 My comm. expires August 9, 1997
 Comm. No. CC307199



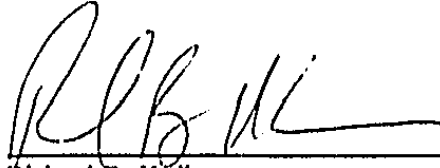
 NOTARY PUBLIC, State of Florida at Large

Print Name: _____

My Commission Expires: _____

ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I HEREBY accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.



Richard B. Hadlow
Bush Ross Gardner Warren & Rudy, P.A.
220 S. Franklin Street
Tampa, FL 33602
(813) 224-9255

73639.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 PM 4: 01

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra Mathum
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB -9 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000644

SLOPPY JOE'S MYRTLE BEACH, LTD.

96-AR
CM

2. New Mailing Address, if Applicable

Mailing Address

41 WEST CHURCH STREET, SUITE 200
ORLANDO FL 32801

Principal Office Address

41 WEST CHURCH STREET, SUITE 200
ORLANDO FL 32801

State, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

State, Apt. #, etc.

City, State & Zip

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Entered or Registered to Do Business in
FLORIDA **04/21/1995**

3a. Date of Last Report
N/A

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$825,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
825,000

6. FID Number
57-1023202

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

\$875 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

PLEASE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

HADLOW, RICHARD B ESQ.
41 WEST CHURCH STREET, SUITE 200
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

500001718805

Street Address (P.O. Box Number is Not Acceptable)

150001718805

State, Apt. #, etc.

32801

City

ORLANDO FL 32801

04/21/1995

FL 105-000

04/21/1995

FL 105-000

04/21/1995

FL 105-000

04/21/1995

FL 105-000

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FL 105-000

04/21/1995

FL 105-000

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

MILLENNIUM BROADWAY, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

41 WEST CHURCH STREET

11b. City, State & Zip Code

ORLANDO FL 32801

11c. Registry/
Document Number

F95000001951

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes.

SIGNATURE

[Handwritten Signature]

MARK J. GIBSON, PRESIDENT

DATE

12/11/95

Typed or Printed Name of General Partner Signing Form

Telephone Number

(407) 425-6826

CR2E003 (6/95)