

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001206



95 AUG - 11 AM 11:4
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 654719 5318A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : August 7, 1995

ORDER TIME : 9:24 AM

ORDER NO. : 654719

CUSTOMER NO: 5318A

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

Tampa, FL 33602

600001560466
-08/15/95--01068--002
***1837.50 ***1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 11:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 11:58

DOMESTIC FILING

NAME: SLOPPY JOE'S IRVINE, LTD.

G. TAX 17.50.00
FILING 357.40
R. AGENT FEE 32.50
C. COPY 1837.50
TOTAL
V. BANK
BALANCE DUE

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

8/11/95
B/K

**CERTIFICATE OF LIMITED PARTNERSHIP
OF SLOPPY JOE'S IRVINE, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 10:28

This is a Certificate of Limited Partnership of Sloppy Joe's Irvine, Ltd. ("Partnership"), dated as of August 4, 1995. The General Partner of the Partnership hereby certifies follows:

1. The name of the Partnership is Sloppy Joe's Irvine, Ltd.
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 SouthCal, Inc., a Florida corporation maintaining a business address at 41 W. Church Street, Suite 200, Orlando, FL 32801. 895000060914
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 SouthCal, Inc., General Partner


By: _____

Mark I. Gibson, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of August 1995, under oath, by Mark I. Gibson, as President of Millennium SouthCal, Inc., a Florida corporation, on behalf of the corporation, the General Partner of Sloppy Joe's Irvine, Ltd. He is personally known to me.

THOMAS M. RAVENSCROFT
Notary Public, State of Florida
My comm. expires June 7, 1996
Comm. No. CC206527


NOTARY PUBLIC, State of Florida at Large


Print Name: Thomas M. Ravenscroft

My Commission Expires: 6/7/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 11:58

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

79721.01

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS


STATE OF FLORIDA

COUNTY OF ORANGE

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 11 AM 11:58

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

- 1. I am the President of Millennium SouthCal, Inc., the General Partner of Sloppy Joe's Irvine, Ltd., 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 \$1,225,000.**



**Mark I. Gibson, President
Millennium SouthCal, Inc.
General Partner of
Sloppy Joe's Irvine, Ltd.**

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 4th day of August 1995, under oath, by Mark I. Gibson, as President of Millennium SouthCal, Inc., a Florida corporation, on behalf of the corporation, the General Partner of Sloppy Joe's Irvine, Ltd. He is personally known to me.

**THOMAS M. RAVENSCROFT
Notary Public, State of Florida
My comm. expires June 7, 1996
Comm. No. CC206527**



NOTARY PUBLIC, State of Florida at Large

Print Name: Thomas M. Ravenscroft

My Commission Expires: 6/7/96

79721.01

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
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 #
A95000001206

SLOPPY JOE'S IRVINE, LTD.

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

41 WEST CHURCH STREET, SUITE 200
ORLANDO FL 32801

Principal Office Address

41 WEST CHURCH STREET, SUITE 200
ORLANDO FL 32801

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

3. Date Formed or Registered to Do Business in
FLORIDA 02/11/1995

3a. Date of Last Report
N/A

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$1,225,000.00

5b. Amount of Capital Contributions in
FLORIDA to date
1,225,000.00

6. FEI Number
59-3341500

Applied For 7. CERTIFICATE OF STATUS REQUIRED
Not Applicable

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 807.193, 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)
Note: 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
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

FA - 576.25

A91027, 671

9. Name and Address of Current Registered Agent

MACLOW, RICHARD B ESQ.
220 SOUTH FRANKLIN STREET
TAMPA FL 33602

10. If changed, new Registered Agent/Office

Name

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

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

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)

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

11b. City, State & Zip Code

11c. Registration
Document Number

MILLENNIUM SOUTHCOAL, INC.

41 WEST CHURCH STREET

ORLANDO FL 32801

P0000000014

900001713829
-02/13/96--01106--005

****437.50 ****437.50

900001713829

-02/13/96--01106--010

****138.75 ****138.75

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 effects 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 620, Florida Statutes.

SIGNATURE

DATE

Typed or Printed Name of General Partner Signing Form

MARK I. GIBSON, PRESIDENT

Telephone Number

(407) 425-0026

CR2E003 (6/95)