

BRUCE BRASHEAR
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A960000000037

December 14, 1993

Secretary of State
Division of Corporations
Limited Partnership Section
P. O. Box 6327
Tallahassee, FL 32301

RE: FROZEN DESSERTS, LTD.

Gentlemen:

Enclosed please find the original and one (1) copy of the Affidavit and Certificate of Limited Partnership for the above-referenced limited partnership, together with a check for the amount of \$577.50 representing filing fees, fee for the designation of the registered agent and fee for a certified copy of the Agreement.

Please call immediately should you require further information.

Sincerely,

Carrie Fagan
Carrie Fagan,
Legal Assistant

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Phone: 904-336-0800
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TRANSMITTAL MEMORANDUM

DATE: January 4, 1996
TO: Diane Cushing, Corporate Specialist
COMPANY: Department of State - Limited Partnership Division
FROM: Carrie Fagan, Legal Assistant

RE:

Attached please find the Affidavit and Certificate of Limited Partnership of Frozen Desserts of America, Ltd., pursuant to your letter of December 19, 1995 (copy attached), wherein we have added "of America" to the name. Please advise immediately should you require further information. Thank you for your kind assistance.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

CARRIE FAGAN
BRUCE BRASHER, COUNSELOR AT LAW
920 N.W. 8TH AVENUE, SUITE A
GAINESVILLE, FL 32601

SUBJECT: FROZEN DESSERTS, LTD.
Ref. Number: W95000024636

We have received your document for FROZEN DESSERTS, LTD. and your check(s) totaling \$577.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 195A00054665

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP OF
FROZEN DESSERTS OF AMERICA, LTD.
Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is FROZEN DESSERTS OF AMERICA, LTD.
2. The address of the office of the Partnership is 3550 S.E. 25th Avenue, Ocala, FL 34471.
3. The name and address of the agent for service of process on the Partnership is John W. Kirkpatrick, IV, 3550 S.E. 25th Avenue, Ocala, FL 34471.
4. The name and business address of the General Partner is as follows:

Dessert Management, Inc.
3550 S.E. 25th Avenue
Ocala, FL 34471

5. The mailing address of the Partnership is FROZEN DESSERTS OF AMERICA, LTD., 3550 S. E. 25th Avenue, Ocala, FL 34471.
6. The latest date upon which the Partnership shall dissolve is October 31, 2045.
7. The amount of capital contributions to date of the limited partners is \$40,000.
8. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$70,000.00.

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.

IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by the General Partner of FROZEN DESSERTS OF AMERICA, LTD. this 29th day of December, 1995.

GENERAL PARTNER:

DESSERT MANAGEMENT, INC.

By: _____

John W. Kirkpatrick, IV
JOHN W. KIRKPATRICK, IV, President

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, personally appeared **JOHN W. KIRKPATRICK, IV**, who being first duly sworn by me, deposes and says that he is President of Dessert Management, Inc., General Partner of FROZEN DESSERTS OF AMERICA, LTD., and verifies that all statements and information contained herein are true and correct.

DATED this 29th day of December, 1995.

(SEAL)


Notary Public



CARRIE P. FAGAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
DOMESTIC TROUBLE TROUBLE TROUBLE

Printed Name
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FROZEN DESSERTS OF AMERICA, LTD., Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree 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

By:


JOHN W. KIRKPATRICK, IV

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SECRETARY OF STATE