

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1 Tallahassee, FL 32301 (904) 224-8870
 Mailing Address: P.O. Box 1034, Tallahassee, FL 32302
 TEL: (904) 224-8870 FAX: (904) 224-8870

960000000085

No 52280

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____
 400001690484
 -01/17/96--01033--022
 ***1750.00 ***1750.00

400001690484
 -01/17/96--01033--023
 *****96.25 *****96.25

Handwritten:
 1/12/96 8.75
 1750.00
 25.00
 52.00
 1846.25

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME 12:00 CK No. _____
 BY _____

WALK-IN
 Will Pick Up 1/12 12:00

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S - <u>U.S.</u>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

Vertical Stamp:
 FILED STATE
 SECRETARY OF FINANCE
 DIVISION OF CORPORATION
 96 JAN 12 PM 11:45
 RECEIVED
 96 JAN 12 PM 11:14
 DIVISION OF CORPORATION

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP
OF
ORLANDO FOOD STORES, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 AM 11:46

The undersigned, Orlando Food Stores, Inc., a Florida corporation, desiring to form a limited partnership, pursuant to Chapter 620 of the Partnership Law of the State of Florida, certify:

1. The name of the partnership (the "Partnership") shall be:

Orlando Food Stores, Ltd.

2. The character of the Partnership business shall be to own, develop, operate, lease, and otherwise deal with real, personal and intangible property of any kind for investment or the production of income, specifically to sell gasoline and other petroleum products, and to operate gasoline-convenience stores or service stations.

3. The address of the office of the Partnership shall be at:

9551 Baymeadows Road, Suite 5
Jacksonville, Florida 32256.

4. The mailing address of the Partnership shall be at:

9551 Baymeadows Road, Suite 5
Jacksonville, Florida 32256.

5. The agent for service of process on the Partnership is as follows:

8950000 73727
Orlando Food Stores, Inc., a Florida corporation
9551 Baymeadows Road, Suite 5
Jacksonville, Florida 32256

6. The name and business address of the sole General Partner is as follows:

Orlando Food Stores, Inc., a Florida corporation
9551 Baymeadows Road, Suite 5
Jacksonville, Florida 32256

7. The term of the Partnership shall begin on the date of the filing of this Certificate of Limited Partnership with the Department of State of the State of Florida, and the latest date upon which the Partnership is dissolved is December 31, 2035.

IN WITNESS WHEREOF, the undersigned, has hereunto set its hand
and seal as of the 10 day of January, 1996.

Orlando Food Stores, Inc., a
Florida corporation, the sole
General Partner of Orlando Food
Stores, Ltd.

By: William G. Schwind
Its ~~President~~ President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 11 1996

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.061 and 620.105, the following is submitted:

Orlando Food Stores, Ltd. desiring to organize or qualify under the laws of the State of Florida hereby designates Orlando Food Stores, Inc., its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 9551 Baymeadows Road, Suite 5, Jacksonville, Florida 32256.


ORLANDO FOOD STORES, LTD., a Florida limited partnership, by its sole general partner, Orlando Food Stores, Inc., a Florida corporation

By: 
William G. Schwind,
Its President

Dated: January 10, 1996.

Having been named to accept service of process for the above stated limited partnership, at the place designated in this certificate, I, William G. Schwind, as President of Orlando Food Stores, Inc., a Florida corporation, on behalf of the corporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ORLANDO FOOD STORES, INC.

By: 
William G. Schwind
Its President

Dated: January 10, 1996.

CONSENT TO NAME USAGE
GIVEN BY
ORLANDO FOOD STORES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 AM 11:46

The undersigned, William G. Schwind, as President of Orlando Food Stores, Inc., a Florida corporation submits the following consent on behalf of the corporation:

1. Name. The name of the corporation is Orlando Food Stores, Inc.
2. Consent in Favor Of. This Consent is given in favor of Orlando Food Stores, Ltd., a Florida limited partnership, being formed pursuant to Chapter 620, Florida Statutes.
3. Distinguishable Name. On behalf of the corporation, the corporation agrees that the name Orlando Food Stores, Ltd., is distinguishable from the names of all other entities or filings under the laws of the State of Florida, which names are on file with the Division of Corporations, and consents to and requests that the Department of State permit the use of the name Orlando Food Stores, Ltd., by the limited partnership.
4. The corporation and the limited partnership are affiliated entities.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Amendment the 10th day of January, 1996.

Orlando Food Stores, Inc.

By: _____

William G. Schwind
Its President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of January, 1996, by William G. Schwind, the President of Orlando Food Stores, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

Notary Public
My Commission expires:



CHRISTOPHER J. HURST
MY COMMISSION # CC422237 EXPIRES
December 28, 1998
BOUGHT THRU TROY FAIN INSURANCE, INC.

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF DUVAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 AM 11:46

Before me, the undersigned authority, personally appeared William G. Schwind, who after first being duly sworn, on oath states as follows:

1. This Affidavit is given in connection with the Certificate of Limited Partnership for Orlando Food Stores, Ltd., a Florida limited partnership.

2. He is the President of Orlando Food Stores, Inc., a Florida corporation, and the corporation is the sole general partner of the limited partnership.

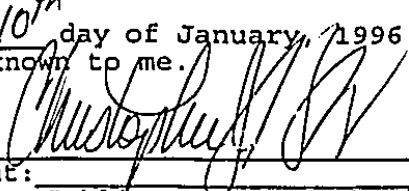
3. The amount of the initial anticipated capital contributions to the limited partners to the partnership is \$750,000.00.

4. Additional limited partners may be admitted to the partnership, and if so, a supplemental affidavit, pursuant to Florida Statute, Section 620.112, will be filed with the Department of State when additional actual contributions of the limited partners are made.



William G. Schwind

Sworn to and subscribed before me this 10th day of January, 1996 by William G. Schwind, who is personally known to me.



Print: _____
Notary Public, State of Florida

Commission No.: _____
Expires: _____



CHRISTOPHER J. HURST
MY COMMISSION # CC422237 EXPIRES
December 28, 1998
REVISED THRU TROY FAIR INSURANCE, INC.