

GREENEBAUM DOLL
& McDONALD P.L.C.

3300 NATIONAL CITY TOWER
101 SOUTH FIFTH
LOUISVILLE, KENTUCKY 40202-197
TELEPHONE 502/59-4200
FAX 502/59-4200

A960000000630

April 1, 1996

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-04/03/96--01029--019
*****96.25 *****96.25

Re: Aunt E's Limited Partnership

Dear Sir or Madam:

Enclosed are the following:

1. Duplicate originals of a Certificate of Limited Partnership of Aunt E's Limited Partnership;
2. Duplicate originals of an Affidavit of Capital Contributions;
3. Correspondence from your office verifying the reservation of the name "Aunt E's Limited Partnership"; and
4. Check in the amount of \$96.25 made payable to the Department of State in payment of the filing fees and the fee for issuing a Certificate of Status.

Please send the Certificate of Status to me in the enclosed, self-addressed envelope.

If you have any questions or need additional information, please call me at (502) 587-3586. Thank you for your assistance.

Very truly yours,

Judy Spalding
Corporate Paralegal

/js
Enclosures

cc: Daniel E. Fisher

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 12:19

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 3:30

52.50
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8.75
96.25

wait

CERTIFICATE OF LIMITED PARTNERSHIP
OF
AUNT E'S LIMITED PARTNERSHIP

FILED STATE
SECRETARY OF CORPORATIONS
95 APR -1 PM 3:30

The undersigned, being the sole General Partner of AUNT E'S LIMITED PARTNERSHIP, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, does hereby state the following:

1. The name of the Partnership is Aunt E's Limited Partnership.
2. The name of the registered agent and the address of the registered office are:

Ronald L. Trissel
202 Heatherpoint Drive
Lakeland, Florida 33809

3. The name and business address of the sole General Partner are:

Aunt E's Management Company
202 Heatherpoint Drive
Lakeland, Florida 33809

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4. The mailing address of the Partnership is:

c/o Aunt E's Management Company
202 Heatherpoint Drive
Lakeland, Florida 33809

5. The latest date upon which the Partnership is to dissolve is December 31, 2046.

6. The location of the office in Florida at which the records are kept is:

202 Heatherpoint Drive
Lakeland, Florida 33809

Signed this 1st day of April, 1996.

AUNT E'S MANAGEMENT COMPANY,
General Partner

By:


Ronald L. Trissel,
President


CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the address designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ronald L. Grissel

This instrument prepared by:



Daniel E. Fisher
Greenebaum Doll & McDonald PLLC
3300 National City Tower
101 South Fifth Street
Louisville, KY 40202
(502) 587-3620

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
AUNT E'S LIMITED PARTNERSHIP

The undersigned, being the sole General Partner of Aunt E's Limited Partnership, a Florida Limited Partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$10.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10.00.

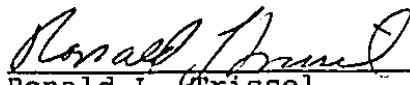
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 1st day of April, 1996.

AUNT E'S MANAGEMENT COMPANY,
General Partner

By:


Ronald L. Trissel,
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 3:30



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1996

JUDY SPALDING
GREENEBAUM DOLL & MCDONALD PLLC
3300 NATIONAL CITY TOWER
LOUISVILLE, KY 40202-3197

The name AUNT E'S LIMITED PARTNERSHIP has been reserved for 120 days beginning March 19, 1996. The reservation number is R96000001408 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 196A00012399