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1201... STREET
TALLAHASSEE, FL 32301
904-231-7171
904-231-7171

RECEIVED

96 MAR 22 PM 3:18

DIVISION OF CORPORATION



EDUCATION ID: 000000000000
REFERENCE: 000000000000
AUTHORIZATION: Patricia Pyjot
COST ESTIMATE: \$1,032.50

FILED
66 MAR 11 PM 2:00
TALLAHASSEE, FL 32301

ORDER DATE : March 22, 1996

ORDER TIME : 2:53 PM

2000001755232

ORDER NO. : 891935

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DUEZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34230-3258

\$1785-FF
52.50-cc
CM

DOMESTIC FILING

NAME: ASK & MSK FAMILY LIMITED
PARTNERSHIP-II(B), LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FOURMAN

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1996

CLINT FUHRMAN
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ASK & MSK FAMILY LIMITED PARTNERSHIP--II(B), LTD.
Ref. Number: W96000006398

FILED
55 APR 11 PM 2:00
TALLAHASSEE, FLORIDA

We have received your document for ASK & MSK FAMILY LIMITED PARTNERSHIP--II(B), LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, the corporate General Partner AMERICAN COOKIE RETAILERS, INC. will have to qualify in Florida.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 396A00013579

CERTIFICATE OF LIMITED PARTNERSHIP
OF
ASK & MSK FAMILY LIMITED PARTNERSHIP—II(b), Ltd.

A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is ASK & MSK Family Limited Partnership—II(b), Ltd.

2. The address of the office of the limited partnership is:

ASK & MSK Family Limited Partnership—II(b), Ltd.
7507 South Tamiami Trail
Sarasota, Florida 34231

3. The name and address of the agent for service of process on the limited partnership is:

Robert W. Benjamin, Esquire
Williams, Parker, Harrison, Dietz & Getzen
200 South Orange Avenue
Sarasota, Florida 34236

4. The name and business address of the General Partner is:

American Cookie Retailers, Inc.
2022 Powers Ferry Road, Suite 240
Atlanta, Georgia 30339

5. The mailing address of the limited partnership is:

ASK & MSK Family Limited Partnership—II(b), Ltd.
7507 South Tamiami Trail
Sarasota, Florida 34231

6. The latest date upon which the limited partnership shall dissolve is December 31, 2050.

FILED
MAR 11 1989
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

EQ6000001209

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 ASK & MSK Family Limited Partnership—II(b), Ltd. this 21st day of March, 1996.

AMERICAN COOKIE RETAILERS, INC.

By:

Richard J. Karp
Richard J. Karp
As its President

FILED
55 APR 11 PM 2:00
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for ASK & MSK Family Limited Partnership—II(b), Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

Robert W. Benjamin
Robert W. Benjamin
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

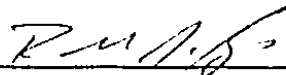
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Richard J. Karp, as the President of American Cookie Retailers, Inc., a Georgia corporation, as the General Partner of the ASK & MSK Family Limited Partnership—II(b), Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

The amount of capital contributions to the Partnership of the Limited Partners is \$396,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.



Richard J. Karp

SWORN TO AND SUBSCRIBED before me this 21st day of March 1996 by Richard J. Karp who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)




Signature of Notary Public

Theresa L. Rathfelder
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 8/2/98.