

A96 000001271

BRANT, MOORE, MACDONALD & WELLS, P. A.  
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JACKSONVILLE, FLORIDA  
32208

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TERRY A. MOORE  
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B. BRIER WELLS  
SCOTT L. GLAZIER  
THOMAS H. REITEN  
DAVID I. ABRAHAM  
STEPHEN B. PHOM  
JAN D. MCCORMICK

JEFFREY R. LUDWIG  
JOHN I. FISHERBURN, III  
DONALD F. TEBBERO, II  
LEONARDO J. MAINAN  
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BENJAMIN C. PARSHMAN  
AL L. SCHNEIDER  
OF COUNSEL

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TELEFAX (904) 383 1100  
MAILING ADDRESS:  
POST OFFICE BOX 4848  
JACKSONVILLE, FLORIDA  
32201 4848

April 4, 1996

**CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Annabelle's Ltd., of North Florida

Dear Sir/Madam:

Enclosed is an original and one copy of the Certificate of Limited Partnership for the above-referenced partnership. We would appreciate your filing the Certificate of Limited Partnership immediately upon receipt and returning a certified copy to our office by mail. Enclosed is a check from Annabelle's Ltd. in the amount of Four Hundred Ninety-seven and 00/100 Dollars (\$497.00), representing the filing fee for the Certificate of Limited Partnership.

If you have any questions, please do not hesitate to call.

Very truly yours,

*Jan D. McCormick*  
Jan D. McCormick

RGS/hlg/stc  
Enclosures/check  
81593.1

Name	JK 75
Availability	
Document Examiner	JK
Updater	JK
Updater/Verifier	JK
Acknowledgement	JK
W. P. Verifier	JK

95 APR 5 1996  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP  
OF ANNABELLE'S LTD. OF NORTH FLORIDA

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The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

1. The name of the limited partnership is Annabelle's Ltd. of North Florida (the "Partnership").
2. The location of the principal place of business of the Partnership is 38 Collogo Drive, Orange Park, Florida 32065, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 38 College Drive, Orange Park, Florida 32065, and the name of the registered agent of the Partnership at that address is Annabelle E. Hamachek.
4. The name and the business address of the sole general partner of the Partnership is Annabelle E. Hamachek, 38 College Drive, Orange Park, Florida 32065.
5. The mailing address of the Partnership is 38 College Drive, Orange Park, Florida 32065.
6. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2035.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 31 day of May, 1996.

Jim M. Aman  
Print Name: Tina M. Aman  
Debbie Collins  
Print Name: Debbie Collins  
Witnesses

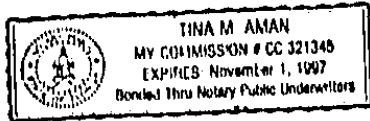
GENERAL PARTNER

Annabelle E. Hamachek  
ANNABELLE E. HAMACHEK

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
55 JUN 15 AM 9:12

STATE OF FLORIDA  
COUNTY OF CLAY

This instrument was acknowledged before me this 31 day of May, 1996, by ANNABELLE E. HAMACHEK as General Partner of Annabelle's Ltd. of North Florida, a limited partnership, on behalf of said partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Tina M Aman  
Notary Public  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

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

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

Annabelle's Ltd. of North Florida, desiring to organize under the laws of the State of Florida hereby designates Annabelle E. Hamachek as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 38 College Drive, Orange Park, Florida 32065.

ANNABELLE'S LTD. OF NORTH FLORIDA

By: ANNABELLE E. HAMACHEK  
as General Partner

Annabelle E. Hamachek  
Annabelle E. Hamachek

Dated: May 31, 1996.

STATE OF FLORIDA  
COUNTY OF CLAY  
MAY 31 1996

Having been named to accept service of process for the above-named limited partnership at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of his duties.

By *Annabelle E. Hamachek*  
Annabelle E. Hamachek

Dated: May 31, 1996.

STATE OF FLORIDA  
COUNTY OF CLAY

AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF ANNABELLE'S LTD. OF NORTH FLORIDA

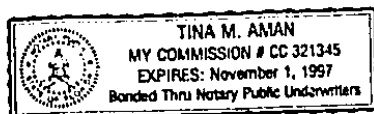
Before me, the undersigned authority, personally appeared Annabelle E. Hamachek, who being by me first duly sworn, deposes and says:

1. That Annabelle E. Hamachek is the sole general partner of Annabelle's Ltd. of North Florida, a Florida limited partnership (the "Partnership").
2. The limited partner has made a capital contribution to the Partnership as of the date hereof in the amount of \$65,900, and anticipates to make contributions of \$0.00.

*Annabelle E. Hamachek*  
Annabelle E. Hamachek

STATE OF FLORIDA  
COUNTY OF CLAY

This instrument was acknowledged before me this 31 day of May, 1996, by ANNABELLE E. HAMACHEK as general partner of Annabelle's Ltd. of North Florida, a limited partnership, on behalf of said partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



*Tina M. Aman*  
Notary Public  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

CLAY COUNTY, FLORIDA  
NOTARY PUBLIC  
TINA M. AMAN  
MY COMMISSION # CC 321345  
EXPIRES NOV 1 1997

**A96000001271**

FLORIDA CORPORATE DIVISION  
409 EAST GAINES STREET  
JACKSONVILLE, FLORIDA  
32202

WILLIAM P. BRANT  
TERRY A. MOORE  
JOHN B. MACDONALD  
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MAILING ADDRESS:  
POST OFFICE BOX 4848  
JACKSONVILLE, FLORIDA  
32201-4848

RECEIVED  
CORPORATE DIVISION  
MARCH 17 1997

March 18, 1997

**CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED**

Corporate Division  
Department of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Annabelle's Ltd. of North Florida

Dear Sir/Madam:

Enclosed please find one (1) original Articles of Amendment for the above referenced corporation. We have also enclosed our client's check in the amount of \$35.00 to cover the cost of filing fee. We would appreciate your filing the Articles of Amendment immediately upon receipt and returning a copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

*Jan D. McCormick*  
Jan D. McCormick

JDM/clw  
Enclosures  
100534.1

**A96000001271**

Name	ER 5-7
Availability	
Document Examiner	ER
Updater	ER
Under Verifier	ER
Acknowledger	ER
W. P. Verifier	ER

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-03/20/97--01143--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
000002119920--3  
-04/16/97--01055--001  
\*\*\*\*\*17.50 \*\*\*\*\*17.50



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

April 16, 1997

JAN D. MCCORMICK  
BRANT, MOORE, MACDONALD & WELLS, P.A.  
P.O. BOX 4548  
JACKSONVILLE, FL 32201-4548

SUBJECT: ANNABELLE'S LTD. OF NORTH FLORIDA  
Ref. Number: A96000001271

We have received your document for ANNABELLE'S LTD. OF NORTH FLORIDA and your check(s) totaling \$243.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the total amount contributed by the limited partners is being amended, a supplemental affidavit reflecting the new total must be submitted.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

Tammi Cline  
Document Specialist  
Division of Corporations

BRANT, MOORE, MACDONALD & WELLS, P. A.

ATTORNEYS AND COUNSELLORS  
SUITE 3100-BAHNETT CENTER  
80 NORTH LAURA STREET  
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32202

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SCOTT L. GLAZIER  
THOMAS H. REITER  
DAVID T. ABRAHAM  
STEPHEN G. FROM  
JAN D. MCCORMICK

JEFFREY R. LUDWIG  
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MAILING ADDRESS:  
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32201-4848

May 5, 1997

VIA EXPRESS MAIL

Ms. Tammi Cline  
Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Annabelle's Ltd. of North Florida  
Ref. Number: A96000001271

Dear Ms. Cline:

Our firm represents the above-referenced client. On March 18, 1997 our firm attempted to file a Certificate of Amendment to Application for Registration of Annabelle's Ltd. of North Florida, a copy of which is attached hereto as Exhibit "A". We enclosed our firm check in the amount of \$35.00 to cover the filing fee.

By letter dated March 26, 1997 the Certificate of Amendment was returned to our office along with a Limited Partnership Annual Report and a request for an additional \$17.50 for filing fees. My secretary immediately contacted someone in your office and was told the Limited Partnership Annual Report which reflected the decrease in capital contributions must be filed together with the Certificate of Amendment. Accordingly, on April 4, 1997 we mailed the Limited Partnership Annual Report, the Limited Partnership Fees in the amount of \$191.25, the Certificate of Amendment and an additional check for \$17.50 for filing fees. A copy of that letter is enclosed herewith as Exhibit "B".

By letter dated April 16, 1997, you returned all documents to our office along with our client's check in the amount of \$191.25 stating that a supplemental affidavit must be filed NOT a Certificate of Amendment. This was obviously contrary to your March 26, 1997 letter. At no other time were we advised that a supplemental affidavit must be filed. My secretary called you and you verified that even though the initial contributions were decreased and not

SECRET  
DIVISION OF CORPORATIONS  
57 MAY -7 11 0 34

Ms. Tammi Cline  
May 5, 1997  
Page 2

increased, the supplemental affidavit should be filed. We immediately mailed a supplemental affidavit to our client for execution so that we could conclude this matter before the 30-day deadline (as stated in your letter).

On April 23, 1997, our client received a letter from your office stating that the limited partnership had been revoked. A copy of same is attached hereto as Exhibit "C". As we have been working on this matter in good faith since March 18, 1997, we feel that the revocation action was improper. Your letter of April 16, 1997 clearly states that we have 30 days within which to return the documents to your office. You also have retained our monies which were sent to you for filing fees.

We are enclosing the original Supplemental Affidavit and Annual Report as requested in your April 16, 1997 letter, along with our client's check in the amount of \$191.25. We respectfully request that the Limited Partnership Annual Report be filed and the letter of revocation be rescinded, and that our client's authority to transact business in the State of Florida is restored.

I look forward to hearing from you soon with regard to this matter.

Very truly yours,

  
Jan D. McCormick

JDM/clw  
Enclosures  
cc: Annabelle E. Hamachek  
102981.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY - 7 AM 9:21



STATE OF FLORIDA  
COUNTY OF DUVAL

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF ANNABELLE'S LTD. OF NORTH FLORIDA

Before me, the undersigned authority, personally appeared Annabelle E. Hamachek, sole General Partner of Annabelle's Ltd. of North Florida, a Florida limited partnership, who being by me first duly sworn, deposes and says that:

1. She is the sole General Partner of Annabelle's Ltd. of North Florida.
2. The limited partners of the Partnership have made capital contributions to the Partnership as of the date hereof for the purpose of transacting business in this state.
3. The limited partners have contributed \$12,500 of capital to the Partnership.

*Annabelle E. Hamachek*  
Annabelle E. Hamachek

*May* This instrument was acknowledged before me this 15<sup>th</sup> day of April, 1997, by ANNABELLE E. HAMACHEK, as sole General Partner of Annabelle's Ltd. of North Florida, a Florida limited partnership, on behalf of said Partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



*Carol L. Wright*  
Print Name: \_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_