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9:06 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: KIRK PINKERTON, A
PROFESSIONAL ASSOC
DEPARTMENT OF STATE 720 S ORANGE AVE
STATE OF FLORIDA
409 EAST GAINES STREET SARASOTA FL 34236-
TALLAHASSEE, FL 32399 CONTACT: JUDY ROSENFELD
FAX: (904) 922-4000 PHONE: (941) 364-2409
FAX: (941) 364-2490

(((H96000011074))) DOCUMENT TYPE: FLORIDA LIMITED
PARTNERSHIP

NAME: DESOTO CANDY, LTD.

FAX AUDIT NUMBER: H96000011074

DATE REQUESTED: 08/09/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$297.50

CURRENT STATUS: REQUESTED

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CERTIFICATE OF STATUS: 0

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TO: DIVISION OF CORPORATIONS
PROFESSIONAL ASSOC

FROM: KIRK PINKERTON, A

DEPARTMENT OF STATE

720 S ORANGE AVE

STATE OF FLORIDA

SARASOTA FL 34236-

409 EAST GAINES STREET

CONTACT: JUDY ROSENFELD

TALLAHASSEE, FL 32399

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FLORIDA DEPARTMENT OF STATE
Sandra F. Mortham
Secretary of State

August 8, 1998

KIRK PINKERTON, P.A.
ATTN: JUDY ROSENTELD
720 N. ORANGE AVE.
SARASOTA, FL 34236

SUBJECT: DREOTO CANDY, LTD.
REF: W96000016670

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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 (804) 487-6967.

Kenny Manning
Corporate Specialist

FAX Aud. #: W96000011074
Letter Number: 596A00038027

FAX AUDIT # 1196-11074

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DESOTO CANDY, LTD.

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes ("Act"), and being duly sworn, certifies as follows:

Article I. Name. The name of the Limited Partnership is:
DESOTO CANDY, LTD.

Article II. Purpose. The principal purpose and business of the Limited Partnership is to engage in the sale of bulk candy in a retail store, and to engage in and transact any lawful business for which limited partnerships may be organized under the Act. The further business and purpose of the Limited Partnership is to do any or other acts and things as may be necessary, incidental, or convenient to carry on the Limited Partnership's business as contemplated by the Limited Partnership Agreement.

Article III. Principal Place of Business. ^{mailing address and}
The principal place of business for the
Limited Partnership is:

DeSoto Square Mall
303 U.S. 301 Boulevard West, Room 105
Bradenton, Florida 34205

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton, P.A.
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty. Bar #436879

FAX AUDIT # 1196-11074

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Article IV. General Partner Name and Address. The name and address of the General Partner of the Limited Partnership is as follows:

Candymanagement, Inc. - P 10-0000-11990
1878 Cottonwood Trail
Sarasota, Florida 34232

Article V. Duration. The Limited Partnership shall commence upon the filing of the Certificate of Limited Partnership and continue until December 31, 2021, unless sooner terminated as provided in the Limited Partnership Agreement.

Article VI. Capital Contributions. Additional capital contributions may be required of the Partners as set forth in the Limited Partnership Agreement.

Article VII. Limited Partners. The Limited Partnership shall have such Limited Partners as may be admitted from time to time in accordance with this Certificate of Limited Partnership and the Limited Partnership Agreement.

Article VIII. Allocations of Profits and Losses; Distributions. The profits and losses of the Limited Partnership shall be allocated among and distributions shall be made to the Partners as provided in the Limited Partnership Agreement.

Article IX. Initial Registered Office and Agent. The street address of the initial Registered Office of the Limited Partnership is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein, Esq.

FAX AUDIT # 1196-11074

FAX AUDIT #1996 11074

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership of DESOTO CANDY, LTD., on this 9 day of August, 1996.

Attest:

CANDYMANAGEMENT, INC., a Florida corporation, as General Partner

Michael Lando, Secretary

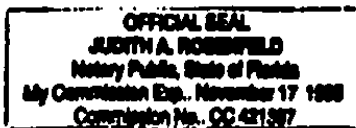
By: Michael Lando, President

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9 day of August, 1996, by Michael Lando, as President of CANDYMANAGEMENT, INC., a Florida corporation, as General Partner of DESOTO CANDY, LTD. He is personally known to me or has produced as identification and did not take an oath.

(NOTARIAL SEAL)



Judith A. Rosenfeld
• (Print Name of Notary Public)
Notary Public - State of Florida
My commission expires _____
Commission Number _____

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed Registered Agent of DESOTO CANDY, LTD., being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 620.192, Florida Statutes.

DATED this 9th day of August, 1996.

DAVID M. SILBERSTEIN, Registered Agent

FAX AUDIT #1996 11074

FAX AUDIT # 1196-11074

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments as a Notary Public in the above state, personally appeared this 9 day of August, 1996, Michael Lando, as President of CANDYMANAGEMENT, INC., a Florida corporation, the General Partner of DESOTO CANDY, LTD., (NOTARY CHOSE: ONE) [X] who is personally known to me or [] who produced as identification, and having been duly sworn, deposes and says as follows:

1. The Limited Partners have not contributed to the capital of the Limited Partnership
2. No other property has been contributed to the Limited Partnership
3. The total amount of cash and property anticipated to be contributed by the Limited Partners is \$30,000, including the amounts from items 1 and 2 above.

FURTHER AFFIANT SAYTH NOT

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


Michael Lando, President

OFFICIAL SEAL
JUDITH A. ROBINFIELD
Notary Public, State of Florida
My Commission Exp. November 17 1998
Commission No. CC 431387


Signature of Notary Public

Print Name of Notary Public and Affix Seal
My Commission Expires: