

**CAPITAL CONNECTION, INC.**  
 417 N. Virginia St., Suite 400, Jacksonville, FL 32201, (904) 222-1222  
 Mailing Address: Post Office Box 10348, Jacksonville, FL 32210  
 TOLL FREE No. 1-800-222-1222  
 FAX (904) 222-1222

**A9600000779**  
 of Florida  
Stores Ltd

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

1. TAX \_\_\_\_\_  
 FILING \_\_\_\_\_ 17.50.00  
 R. AGENT FEE \_\_\_\_\_ 35.00  
 2. COPY \_\_\_\_\_ 61.25  
 TOTAL \_\_\_\_\_ 113.75  
 1. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 RECEIVED \_\_\_\_\_

*BK*  
*9/26/96*

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_  
 BY [Signature] CK No. \_\_\_\_\_

WALK-IN Will Pick Up 9/26 12:00

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)	500001962565	
	-10/02/96--01012--024	
Art. of Amend. File	****61.25	****61.25
Dissolution/Withdrawal		
CUB	500001962565	
Fictitious Name File	-10/02/96--01012--025	
	****35.00	****35.00
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	500001962565	
Courier Service	-10/02/96--01012--026	
Shipping/Handling	***1750.00	***1750.00
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

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, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MID-FLORIDA FOOD STORES, LTD.**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
SEP 26 AM 10:39

The undersigned, Mid-Florida 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:

**Mid-Florida 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:

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

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

Mid-Florida 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 20<sup>th</sup> day of September, 1996.

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

By:   
William G. Schwind  
Its President

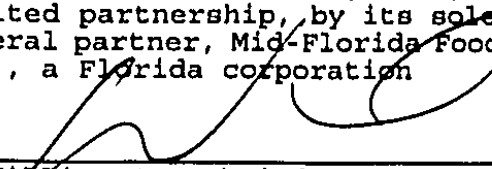
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 AM 10:39

**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:

Mid-Florida Food Stores, Ltd. desiring to organize or qualify under the laws of the State of Florida hereby designates Mid-Florida 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.

MID-FLORIDA FOOD STORES, LTD., a Florida limited partnership, by its sole general partner, Mid-Florida Food Stores, Inc., a Florida corporation

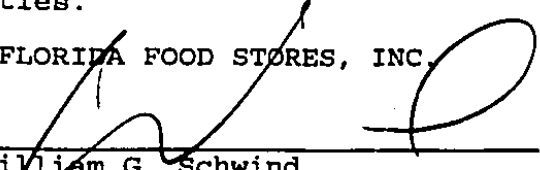
By:   
William G. Schwind,  
Its President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 AM 10:39

Dated: September 20, 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.

MID-FLORIDA FOOD STORES, INC.

By:   
William G. Schwind  
Its President

Dated: September 20, 1996.

**CONSENT TO NAME USAGE  
GIVEN BY  
MID-FLORIDA FOOD STORES, INC.**

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

1. **Name.** The name of the corporation is Mid-Florida Food Stores, Inc.
2. **Consent in Favor Of.** This Consent is given in favor of Mid-Florida 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 Mid-Florida 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 Mid-Florida Food Stores, Ltd., by the limited partnership.
4. The corporation and the limited partnership are affiliated entities.

IN WITNESS WHEREOF, the undersigned has executed this Consent the 20 day of September, 1996.

**Mid-Florida Food Stores, Inc.**

By: \_\_\_\_\_

William G. Schwind  
Its President

**STATE OF FLORIDA  
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of September, 1996, by William G. Schwind, the President of Mid-Florida Food Stores, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

\_\_\_\_\_  
Notary Public

My Commission expires:



**VIOLETTE LOCKE**  
COMMISSION # CC 489740  
EXPIRES JUL 23, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

AFFIDAVIT


STATE OF FLORIDA  
COUNTY OF DUVAL

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 Mid-Florida Food Stores, Ltd., a Florida limited partnership.

2. He is the President of Mid-Florida 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.

  
\_\_\_\_\_  
William G. Schwind

Sworn to and subscribed before me this 20 day of September, 1996 by William G. Schwind, who is personally known to me.

  
Print: Violet Locke  
Notary Public, State of Florida

Commission No.: \_\_\_\_\_  
Expires: \_\_\_\_\_



**VIOLET LOCKE**  
COMMISSION # CC 482740  
EXPIRES JUL 23, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.