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PROMETHEUS HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 173268 4371276

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 3, 1996

ORDER TIME : 11:02 AM

ORDER NO. : 173268-005

CUSTOMER NO: 4371276

CUSTOMER: Charles Chilton, Esq  
SHARIT BUNN & CHILTON

99 Sixth Street, S.W.

Winter Haven, FL 33880

100002018561-1-6  
-12/03/96-01129-026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -3 PM 3:25

DOMESTIC FILING

NAME: TINSLEY MCO CONCESSIONS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: *OK*

RECEIVED  
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DIVISION OF CORPORATIONS  
12/3/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
TINSLEY MCO CONCESSIONS, LTD.,  
a Florida limited partnership**

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SECRETARY OF CORPORATIONS  
DIVISION OF  
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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is TINSLEY MCO CONCESSIONS, LTD.
2. The address of the office of the Partnership is 1900 Havendale Boulevard, Winter Haven, Florida 33880.
3. The name and address of the agent for service of process on the Partnership is GEORGE WILLIAM TINSLEY, 1900 Havendale Boulevard, Winter Haven, Florida 33880.
4. The name and business address of the sole general partner is GEORGE WILLIAM TINSLEY, 1900 Havendale Boulevard, Winter Haven, Florida 33880.
5. The mailing address of the Partnership is 1900 Havendale Boulevard, Winter Haven, Florida 33880.
6. The latest date upon which the Partnership shall dissolve is January 1, 2050.

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 on behalf of the sole General Partner of TINSLEY MCO CONCESSIONS, LTD., this 2nd day of December, 1996.

GENERAL PARTNER:

TINSLEY MCO CONCESSIONS, LTD.

BY: 

NAME: GEORGE WILLIAM TINSLEY

TITLE: \_\_\_\_\_

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared GEORGE WILLIAM TINSLEY, as General Partner of TINSLEY MCO CONCESSIONS, LTD., the sole general partner of TINSLEY MCO CONCESSIONS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Hundred and No/100 (\$100.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under 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.

Date: December 2, 1996

  
GEORGE WILLIAM TINSLEY

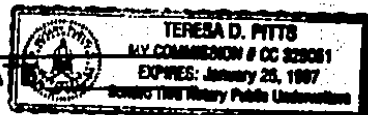
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared GEORGE WILLIAM TINSLEY, known to me and known by me to be the person who execute the foregoing Affidavit of Capital Contributions, and he/she acknowledged to me and before me that he/she executed this Affidavit as GENERAL PARTNER, sole General Partner of TINSLEY MCO CONCESSIONS, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of December, 1996.

  
NOTARY PUBLIC:

COMMISSION NUMBER: \_\_\_\_\_

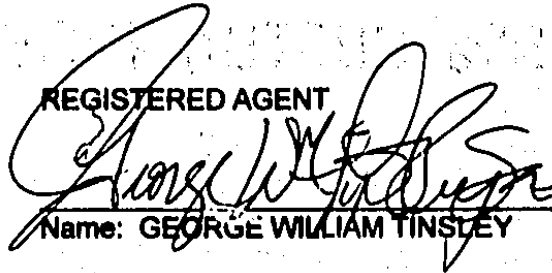
COMMISSION EXPIRATION DATE: \_\_\_\_\_



### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for TINSLEY MCO CONCESSIONS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

  
Name: GEORGE WILLIAM TINSLEY

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