

# A97000002348



ACCOUNT NO. : 072100000032

REFERENCE : 578356 4329479

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED  
97 OCT 29 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 27, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 578356-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Didea, Legal Asst  
BAKER & HOSTETLER SUNTRUST  
CENTER SUITE 2300  
200 South Orange Avenue  
Po Box 112  
Orlando, FL 32802-0112

500002330095--2

## DOMESTIC FILING

NAME: MVP GRILL, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Name Availability	CM KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledged	97 OCT 27 AM 11:40 KWM
W. P. Verifier	KWM

Returned to Carina  
per to phone conversation

RECEIVED  
97 OCT 27 AM 11:40  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 27, 1997

CSC  
ATTN: CARINA  
TALLAHASSEE, FL

SUBJECT: MVP GRILL, LTD.  
Ref. Number: W97000024396

97 OCT 29 PM 3:40  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MVP GRILL, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Your document is being returned as requested.

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 (850) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 897A00052153

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MVP GRILL, LTD.  
A FLORIDA LIMITED PARTNERSHIP

FILED  
97 OCT 29 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the limited partnership is MVP GRILL, LTD., a Florida limited partnership.

2. The address of the office of the limited partnership is 12101 Crescent Cove Court, Windermere, Florida 34786.

3. The name and address of the agent for service of process on the limited partnership are A.G.C. Co., 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801.

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

MVP GRILLE INC.  
12101 Crescent Cove Court  
Windermere, Florida 34786

*pg 7-5242*

5. The mailing address of the limited partnership is 12101 Crescent Cove Court, Windermere, Florida 34786.

6. The latest date upon which the limited partnership shall dissolve is thirty (30) years from the date of approval of this Certificate.

7. See attached Affidavit of Limited Partner's Capital Contributions.

The execution of the 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 sole General Partner this 24<sup>th</sup> day of October, 1997.

"General Partner"

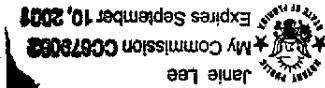
MVP GRILL, INC., a Florida corporation

By: [Signature]

As its: President

SWORN TO AND SUBSCRIBED before me this 24<sup>th</sup> day of October, 1997, by Johnny Rivers, as the President of MVP GRILL, INC., the general partner of MVP GRILL, LTD., who is personally known to me or has produced Personally Known as identification.

(NOTARY SEAL)



Janie C. Lee  
(Notary Signature)

Janie C. Lee  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 679082

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for MVP GRILL, LTD., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, the undersigned, by and through its duly elected officer, hereby agrees to accept service of process for said limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

"Registered Agent"

A.G.C. Co.

By: [Signature]

As its: Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

BEFORE ME, the undersigned personally appeared Johnny Rivers, as the President of MVP GRILL, INC., the sole general partner of MVP GRILL, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

MVP GRILL, INC.               \$1,180.00

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

None.

FURTHER AFFIANT SAYETH NOT.

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.

Dated: October 24, 1997.

"General Partner"

MVP GRILL, INC., a Florida corporation

By: [Signature]

As its: [Signature]

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OCT 29 PM 3:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 24<sup>th</sup> day of  
October, 1997, by Johnny Rivers, as the  
Resident of MVP GRILL, INC., the general partner  
of MVP GRILL, LTD., who is personally known to me or has produced  
personally known as identification.

(NOTARY SEAL)



Janie Lee  
My Commission CC679082  
Expires September 10, 2001

Janie C. Lee  
(Notary Signature)

Janie C. Lee  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 679082

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10/24/97.msr

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