



THE UNITED STATES
CORPORATION
COMPANY

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NOV 20 AM 11:41
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 607705 81528A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 140.00

ORDER DATE : November 20, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 607705-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Linda Whigham
KENNETH F. OSWALD, ESQ

900002352689--1

Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC FILING

NAME: SHINER'S ONE STOP, LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY (EXTRA COPY ENCLOSED)
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

BK

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DIVISION OF CORPORATION
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CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
SHINER'S ONE STOP, LTD.

THIS CERTIFICATE AND AGREEMENT of Limited Partnership and Affidavit of Capital Contribution entered into as of the 18th day of November, 1997, by and between Shiner's One Stop, Inc., a Florida corporation, as General Partner, and Theodore Burton, IV, Thomas C. Finwall Enterprises, Inc., a Florida corporation and Dallas N. Malloy, as Trustee of the Dallas N. Malloy Trust dated October 20, 1997, as Original Limited Partners of SHINER'S ONE STOP, LTD., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. **Name of Partnership.** The name of the limited partnership is

SHINER'S ONE STOP, LTD.

2. **Address and Office.** The address and office of the Partnership shall be 2917 West S.R. 434, Longwood, Florida 32779. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.

3. **Agent for Service of Process.** The agent for service of process on the Partnership shall be Kenneth F. Oswald, whose address is Suite 110, 600 Courtland Street, Orlando, FL. 32804..

4. **Name and Business Address of General Partner.** The General Partner is Shiner's One Stop, Inc., a Florida corporation. The address of the General Partner is 2917 West S.R. 434, Longwood, Florida 32779.

5. **Mailing Address of Limited Partnership.** The mailing address for the Partnership is 2917 West S.R. 434, Longwood, Florida 32779.

6. **Latest Date of Dissolution.** The latest date upon which the Partnership is to dissolve shall be December 31, 2026

7. **Right to Sell or Assign.** The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.

8. **Additional Limited Partners.** No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited

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Partnership as of the day, month and year first above written.

WITNESS:

Linda M. Whigham

NAME: Linda M. Whigham

Ken F. Arnold

NAME: Keneth F. Arnold

c:\w\award\partner\onestop.cap

GENERAL PARTNER:

SHINER'S ONE STOP, INC.,
a Florida corporation

By: Theodore Burton, IV

Theodore Burton, IV as President

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNER

Shiner's One Stop, Inc., a Florida corporation, the sole General Partner of Shiner's One Stop, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partner(s) is:

<u>Limited Partner(s)</u>	<u>Capital Contribution</u>
Theodore Burton, IV	\$100.00
Thomas C. Finwall Enterprises, Inc.	\$100.00
Dallas N. Malloy, as Trustee of the Dallas N. Malloy Trust dated October 20, 1997	\$100.00

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2. The total anticipated Capital Contribution to be contributed by the Limited Partner(s) is \$300.00.

FURTHER, the Affiant sayeth naught.

GENERAL PARTNER:

SHINER'S ONE STOP, INC.,
a Florida corporation

By: _____

Theodore Burton, IV
As its President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of SHINER'S ONE STOP, LTD., I hereby accept and agree to act in this capacity.

Kenneth F. Oswald