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ACCOUNT NO.: 072100	0000032	•
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REFERENCE: 616351 4326591

AUTHORIZATION :

200002361612--9; -12/03/97--01012--002

***1837.50 ***1837.50

ORDER DATE: December 1, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 616351-010

CUSTOMER NO: 4326591

CUSTOMER: Debbie Baker, Legal Assistant

FOWLER WHITE GILLEN BOGGS VILLAREAL & BANKER, P.A. 501 East Kennedy Boulevard

Suite 1700

Tampa, FL 33602

DOMESTIC FILING

NAME:

CHA CHA COCONUTS OF MAYFAIR,

LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Availability Document Examine Update**f** Verifyek

W. P. Verifys

Acknowledge

CERTIFICATE OF LIMITED PARTNERSHIP CHA CHA COCONUTS OF MAYFAIR, LTD.

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

- Name. The name of this limited Partnership shall be "Cha Cha Coconuts of Mayfair, Ltd."
- 2. Registered Agent and Address. The office and the name of the agent for service of process required to be maintained is a solution follows:

Jeffrey C. Shannon Fowler, White, et al 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

3. <u>General Partner</u>. The name and business address of the general partner is:

Harmart, Inc. 2025 East 7th Avenue Tampa, Florida 33605 296-21297

4. <u>Mailing Address</u>. The principal office and mailing address of the limited partnership is:

2025 East 7th Avenue Tampa, Florida 33605

5. <u>Termination Date</u>. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

By:
Richard Gonzmant, President

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

of November , 1997, by RICHARD GONZMART, in his capacity as President of HARMART, INC., who is personally known to me or who has produced ______ as identification.

Print Name

"NOTARY PUBLIC"

My Commission Expires:



CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated limited partnership, at the place designated in its Certificate of Limited Partnership, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 620.192(2), Florida Statutes.

Signature

Jeffrey C. Shannon Registered Agent

Date ______ \ /\-26-97

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DIVISION OF CORPORATIONS

97 CEC - 1 PM 1: 46

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared RICHARD GONZMART, as President of HARMART, INC., known to me to be the general partner of CHA CHA COCONUTS OF MAYFAIR, LTD., a Florida limited partnership, who, before me first duly sworn, declare as follows:

- 1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,990.00.
- 2. The limited partners presently anticipate contributing additional funds to the Partnership; and the total amount contributed and anticipated to be contributed is \$10,000,000.00.

HARMART, INC.

Prepard Confuert Presider

General Partner

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 of Molember , 1997, by RICHARD GONZMART, in his capacity as President of HARMART, INC., who is personally known to me or who has produced ______ as identification.

Print Name Diana Tyska Oss

"NOTARY PUBLIC"

My Commission Expires:

DIANA TYSIKA OSSI

My Commission CC484230 —
Expires May. 16, 1999
Bonded by HAI
800-422-1555