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**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 616351 4326591

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 1, 1997

ORDER TIME : 11:44 AM

ORDER NO. : 616351-015

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
ST. PETERSBURG, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION
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900002361720-4
-12/03/97-01012-006
***1837.50 ***1837.50

FF 1785.00
CC 52.50
Total 1837.50

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| Name | De 12 |
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| W. P. Verifier | |

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CERTIFICATE OF LIMITED PARTNERSHIP
CHA CHA COCONUTS OF ST. PETERSBURG, 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:

1. **Name.** The name of this limited Partnership shall be "Cha Cha Coconuts of St. Petersburg, Ltd."

2. **Registered Agent and Address.** The office and the name of the agent for service of process required to be maintained is as follows:

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

3. **General Partner.** The name and business address of the general partner is:

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

996-21297

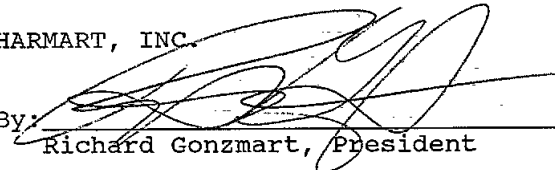
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DIVISION OF CORPORATIONS
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4. **Mailing Address.** The principal office and mailing address of the limited partnership is:

2025 East 7th Avenue
Tampa, Florida 33605

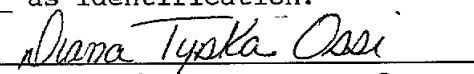
5. **Termination Date.** The latest date upon which the limited partnership is to dissolve is December 31, 2047.

HARMART, INC.

By: 
Richard Gonzmart, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st 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 Diana Tyska Ossi

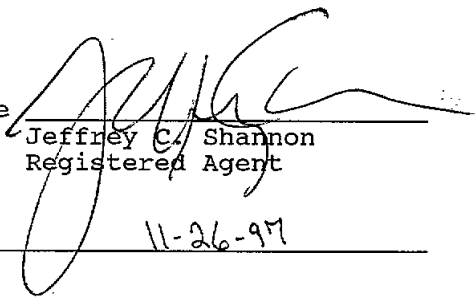
"NOTARY PUBLIC"

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

11-26-97

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

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 ST. PETERSBURG, 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.

By: [Signature]
Richard Gonzmart, President
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 1 PM 1:47

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st 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.

Diana Tyska Ossi
Print Name Diana Tyska Ossi

"NOTARY PUBLIC"

My Commission Expires:

[Signature]
DIANA TYSKA OSSI
My Commission CC484230
Expires May. 16, 1999
Bonded by HAI
800-422-1555