

**CORPORATE
ACCESS,
INC.**

A98000000728

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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PICK UP

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☒ **CERTIFIED COPY**

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PHOTO COPY

☒ **FILING**

Ltd.

1.) South Dixie Foods, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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****157.50 ****157.50

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

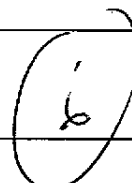
7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

Handwritten signature/initials across lines 5-7.



FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 19 PM 1:25

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98 MAR 19 AM 9:57
DIVISION OF CORPORATIONS

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3/19/98

SPECIAL INSTRUCTIONS

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

OF

SOUTH DIXIE FOODS, LTD.,

a Florida Limited Partnership

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 1:25

THE UNDERSIGNED, being desirous of forming a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act hereby make and sign the following certificate for that purpose:

ARTICLE I.

The name under which the Limited Partnership is to be conducted is SOUTH DIXIE FOODS, LTD.

ARTICLE II.

The purpose of the Limited Partnership shall be to engage in any or all lawful act, business or activity for which the partnership may exist under the provisions of the Florida Uniform Limited Partnership Act.

ARTICLE III.

The address of the office and the mailing address of the Limited Partnership shall be:

12000 Biscayne Boulevard
Suite 401
Miami, Florida 33181

ARTICLE IV.

The name and address of the registered agent for service of process for the Limited Partnership shall be:

Glenn T. Vandewater, Esq.
Delgado, Befeler, Starkman & Magolnick, P.A.
100 Southeast 2nd Street
Suite 3700
Miami, Florida 33131

ARTICLE V.

The partnership shall commence on the date this Certificate is filed with the office of the Secretary of State, State of Florida and shall terminate on June 30, 2050 or upon such time as the Limited Partnership dissolves and winds up its affairs pursuant to the Florida Uniform Limited Partnership Act or the terms of the Agreement of Limited Partnership, whichever is earlier.

ARTICLE VI.

The name and business address of the general partner of the Limited Partnership is:

South Dixie Foods, Inc.
12000 Biscayne Boulevard
Suite 401
Miami, Florida 33181

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IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 19th day of March, 1998.

GENERAL PARTNER:

SOUTH DIXIE FOODS, INC., a
Florida corporation

BY: 

MAURO B. NANNINI, President

(Seal)

REGISTERED AGENT:


GLENN T. VANDEWATER, ESQ.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having duly been sworn according to law, we depose and certify that we are the general partner and the registered agent named in the foregoing Certificate of Formation of Limited Partnership and that the facts set forth therein are true and correct.

GENERAL PARTNER:

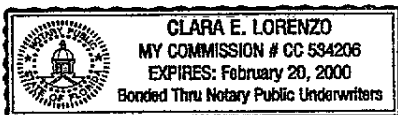
SOUTH DIXIE FOODS, INC., a
Florida corporation

BY: [Signature]
MAURO B. NANNINI, President

REGISTERED AGENT:

[Signature]
GLENN T. VANDEWATER, ESQ.

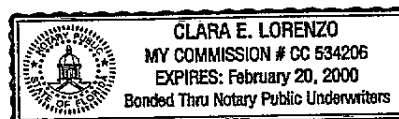
SWORN TO AND SUBSCRIBED before me as to Mauro B. Nannini on this 19th day of March, 1998. Identification produced: Driver's license.



[Signature]
NOTARY PUBLIC
State of Florida at Large

SWORN TO AND SUBSCRIBED before me as to Glenn T. Vandewater, Esq. on this 19th day of March, 1998. Identification produced: Personal known to me.

[Signature]
NOTARY PUBLIC
State of Florida at Large



AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
MAURO B. NANNINI, as President of South Dixie Foods
Inc. (hereinafter referred to as the "General Partner"), who after
being duly sworn according to law, deposes and states as follows:

1. The Partners have formed a Limited Partnership known as
SOUTH DIXIE FOODS, LTD.

2. The aggregate amount of the capital contribution of the
Limited Partners to the Limited Partnership is Ten Thousand
(\$10,000) Dollars (the "Capital Contribution"). The Limited
Partners do not anticipate any additional amount to be contributed
by them.

3. Each Limited Partner has contributed to the Limited
Partnership in cash its Capital Contribution according to the
percentage ownership interest of each Limited Partner as delineated
in the Agreement of Limited Partnership.

SOUTH DIXIE FOODS, INC., a Florida
corporation

BY: 
MAURO B. NANNINI, President

(Seal)


I HEREBY CERTIFY that on this day before me, an officer duly
authorized to administer oaths and take acknowledgments, personally
appeared MAURO B. NANNINI, as President of South Dixie Foods, Inc.,
a Florida corporation, to me personally known to be the person
described in or who produced Driver's License as
identification and who executed the foregoing instrument and he
acknowledged before me that he executed the same for the purposes
therein expressed.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAR 13 1968

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 19th day of March, 1998.

My commission expires:

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NOTARY PUBLIC
State of Florida at Large



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DIVISION OF CORPORATIONS
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