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CASS & ALAM
Attorneys at Law

1808 West Hills Avenue
Tampa, Florida 33606

Telephone
(813) 254-8224
Facsimile
(813) 253-2284

March 25, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Greetings:

Please file the enclosed Certificate of Limited Partnership
of PAZZO GIANNI, LTD.

Enclosed also are a copy of the Certificate, an Affidavit of
Capital Contributions, an Acceptance of Appointment as Registered
Agent and a check in the amount of \$455.00. The check represents
payment of the following fees:

| | |
|------------------|------------------|
| Filing Fee | \$ 420.00 |
| Registered Agent | |
| Appointment | .35.00 |
| Total | <u>\$ 455.00</u> |

000002471930-4
-03/30/98-01039-002
****455.00 ****455.00

Please send the date-stamped copy of the Certificate to me
at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,


Andrew L. Graham

ALG/cmp

FILED
98 APR - 1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

CERTIFICATE OF LIMITED PARTNERSHIP
OF

PAZZO GIANNI, LTD.

FILED
98 APR -1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited partnership is PAZZO GIANNI, LTD.
2. The address of the office of the limited partnership is 5002 South MacDill Avenue, Tampa, Florida 33611.
3. The name and address of the limited partnership's agent for service of process is Jonathan Agri, 5002 South MacDill Avenue, Tampa, Florida 33611.
- 946-6599 4. The name and business address of the limited partnership's sole general partner is AGRI Restaurant Management, Inc., 5002 South MacDill Avenue, Tampa, Florida 33611.
5. The mailing address of the limited partnership is 5002 South MacDill Avenue, Tampa, Florida 33611.
6. The latest date upon which the limited partnership is to dissolve is December 30, 2020.

Executed this 24 day of March, 1998.

By:



Jonathan Agri, As President
AGRI Restaurant Management, Inc.
General Partner

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PAZZO GIANNI, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, the sole general partner of PAZZO GIANNI, LTD., hereby certifies that the following statements are true and correct:

1. The amount of the capital contributions of the limited partners to date is \$60,000.
2. The total amount contributed and anticipated to be contributed by the limited partners is \$60,000.

Executed this 24 day of March, 1998.

By: Jonathan Agri
Jonathan Agri, As President
AGRI Restaurant Management, Inc.
General Partner

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent of the limited partnership set forth below and acknowledges that he is familiar with and understands the obligations of this position.

1. The name of the limited partnership is PAZZO GIANNI, LTD.
2. The name and address of the registered agent is:

Jonathan Agri
5002 SS. MacDill Avenue
Tampa, Florida 33611


Jonathan Agri

Date: 3/24/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -1 AM 8:55

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