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1808 West Hills Avenue Tampa, Florida 33606 Telephone (813) 254-8224 Facsimile (813) 253-2284

March 25, 1998

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

****455.00 ****455.00

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

Greetings:

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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

\$ 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.

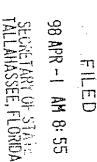
Sincerely,

Andrew L. Graham

ALG/cmp

CERTIFICATE OF LIMITED PARTNERSHIP OF

PAZZO GIANNI, LTD.



- 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.
- 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 34 day of March, 1998.

Jonathan Agri As Presiden

AGRI Restaurant Management, Inc.

General Partner

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- 5. The mailing address of the limited partnership is 5002 South MacDill Avenue, Tampa, Florida 33611.

2020.	6.	The lates	t date upo	n which the	e limited	partnership	is to dissol	ve is Dec	cembe	er 3 <u>0</u> ,
	Execut	ted this	24	day of Marc	eh, 1998.			HASSEE, F	PR-I AH	

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Jonathan Agri, As President

AGRI Restaurant Management, Inc.

General Partner

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.

Jonathan Agri As Presiden

AGRI Restaurant Management, Inc.

General Partner

98 APR -1 AM 8: 55
SECRETARY OF STATE

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

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