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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT  
CONTACT: ANNE ELLIS  
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: MIDTOWN SUNDRIES - ST. PETERSBURG, LTD.

AUDIT NUMBER.....H98000011080

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

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## CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE  
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TAMPA, FLORIDA 33602-5799

MAILING ADDRESS:  
P.O. BOX 3239, TAMPA, FL 33601-3239  
TEL (813) 223-7000 FAX (813) 229-4133

June 15, 1998

AUDIT NO. (((H98000011080 2)))

Division of Corporations  
Department of State  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Telecopy  
904-922-4000

Re: Midtown Sundries - St. Petersburg, Ltd.

Dear Madam or Sir:

This letter is a confirmation of the electronic filing of the Certificate of Limited Partnership pf Midtown Sundries - St. Petersburg, Ltd.

Sincerely yours,



David P. Burke  
Florida Bar No. 350011

DPB/mpw  
Enclosure

AUDIT NO. (((H98000011080 2)))

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**

THIS CERTIFICATE is made this 12<sup>TH</sup> day of June 1998, by Sandles Restaurant Services, Inc., a Florida corporation, which is the sole general partner of Midtown Sundries - St. Petersburg, Ltd. (the "Partnership"). The undersigned certifies as follows:

1. The name of the limited partnership is Midtown Sundries - St. Petersburg, Ltd.
2. The address of the office required to be maintained by the Partnership in Florida pursuant to Section 620.105 of the Florida Statutes is 732 Live Oak Terrace, N.E., St. Petersburg, Florida 33703, and the name and address of the agent for service of process is Sandles Restaurant Services, Inc., a Florida corporation.
3. The name of the sole general partner of the Partnership is Sandles Restaurant Services, Inc., and its business address is 732 Live Oak Terrace, N.E., St. Petersburg, Florida 33703.
4. The mailing address of the Partnership is 732 Live Oak Terrace, N.E., St. Petersburg, Florida 33703.
5. The latest date upon which the Partnership is to dissolve is December 31, 2038.
6. This Certificate of Limited Partnership is made in accordance with Section 620.108 of the Florida Statutes.

SANDLES RESTAURANT SERVICES, INC.  
a Florida corporation

By:

  
Charles L. Kott, President

H98000011080 2

David P. Burke, Esq.  
Carlton Fields  
P.O. Box 3239, Tampa, FL 33601  
Ph: 813-223-7000/Fax: 813-229-4133  
Fla. Bar No.: 350011

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for Midtown Sundries - St. Petersburg, Ltd., a Florida limited partnership, at the place designated in the attached Certificate of Limited Partnership, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Dated this 12<sup>th</sup> day of June 1998.

**SANDLES RESTAURANT SERVICES, INC.**By: 

Charles L. Kott, Authorized Agent

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Charles L. Kott, who, being by me first duly sworn, deposes and says:

1. I am the President of Sandles Restaurant Services, Inc., a Florida corporation, which is the sole general partner of Midtown Sundries - St. Petersburg, Ltd., a Florida limited partnership (the "Partnership"), and I am duly authorized to execute this affidavit on behalf of the Partnership.

2. The amount of the actual capital contribution of the limited partners to the Partnership is \$250,000.00. The total amount anticipated to be contributed by the limited partners is \$1,250,000.00.

3. This affidavit is made in compliance with Section 620.108(1) of the Florida Statutes.

*Charles L. Kott*  
Charles L. Kott

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COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this 12 day of June 1998, by Charles L. Kott, as President of Sandles Restaurant Services, Inc., the sole general partner of Midtown Sundries - St. Petersburg, Ltd., on behalf of the partnership. He [please check as applicable] /        / is personally known to me, or has produced / ✓ / his (state) driver's license, or /        / his (type of identification) as identification, and did not take an oath.

*Barbara Siwik*  
(Signature)  
Name: Barbara Siwik  
(Legibly Printed)

Serial No. \_\_\_\_\_  
Notary Public,  
State of \_\_\_\_\_

(AFFIX OFFICIAL SEAL)

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