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ROYAL PALM FINANCIAL CENTER
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SUITE 212
STUART, FLORIDA 33995-2434
TELEPHONE (561) 213-4031

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June 30, 1998

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***1850.00 ***1850.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Earl and Fran's Ltd. Partnership

Dear Sir/Madam:

Enclosed is an original and one copy of a Certificate of Limited Partnership of Earl and Fran's Ltd. Partnership for filing with your office. Also enclosed is an original and one copy of an Affidavit of Capital Contributions of Earl and Fran's Ltd. Partnership. Upon receipt of the enclosed for filing, please return a certified copy to me in the self-addressed stamped envelope provided for your convenience. In addition, I am enclosing herewith a check made payable to the Secretary of State by Frances M. Stewart in the sum total of \$1,850.00 to cover all costs associated with filing the Certificate of Limited Partnership and Resident Agent fees. Request that any overpayment be refunded to Frances M. Stewart, individually.

If you need any additional information in order to file this matter, please do not hesitate to contact me.

Sincerely,

Daniel J. Probst

DJP:ml
Enclosures


A98-1648

Name	OK 7-7
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

FILED
JUN 30 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
EARL AND FRAN'S LTD. PARTNERSHIP

FILED
98 JUL -6 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Partnership is **EARL AND FRAN'S LTD. PARTNERSHIP**
2. The business address of the Limited Partnership is 1920 Crafton Road, North Palm Beach, Florida 33408.
3. The name of the Registered Agent for Service of Process is Daniel J. Probst, Esquire, 3300 PGA Blvd., Suite 350, Palm Beach Gardens, Florida 33418.
4. The Florida street address for the Registered Agent is 3300 PGA Blvd., Suite 350, Palm Beach Gardens, Florida 33418.
5. SIGNATURE REQUIRED TO ACCEPT DESIGNATION AS REGISTERED AGENT FOR SERVICE OF PROCESS: 
6. The mailing address for the Limited Partnership is 1920 Crafton Road, North Palm Beach, Florida 33408.
7. The latest date upon which the Limited Partnership is to be dissolved is June 25, 2025.
8. The name and the street address of the General Partners are:

Frances M. Stewart and Margaret Ann Stewart as Co-Trustees of the Frances M. Stewart Revocable Trust dated April 7, 1998

1920 Crafton Road
North Palm Beach, FL 33408

Margaret Ann Stewart
5132 N. 37th Street
Arlington, VA 22207

FILED
98 JUL -6 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER PENALTIES OF PERJURY I DECLARE THAT I HAVE READ THE FOREGOING
AND KNOW THE CONTENTS THEREOF AND THAT THE FACTS STATED HEREIN ARE
TRUE AND CORRECT.

Signed this 24th day of June, 1998.

Signature of all general partners:

GENERAL PARTNERS:

Frances M. Stewart and Margaret
Ann Stewart as Co-Trustees of the
Frances M. Stewart Revocable
Trust dated April 7, 1998.

By: Frances M. Stewart
Frances M. Stewart, Co-Trustee

By: Margaret Ann Stewart
Margaret Ann Stewart, Co-Trustee

and

Margaret Ann Stewart
Margaret Ann Stewart, individually

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

OF

EARL AND FRAN'S LTD. PARTNERSHIP

FILED
98 JUL -6 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of
EARL AND FRAN'S LTD. PARTNERSHIP, a Florida Limited Partnership,
certifies:

1. The amount of capital contributions to date of the
Limited Partner is \$813,400.00.

2. The total amount contributed and anticipated to be
contributed by the Limited Partner at this time totals \$813,400.00.

FURTHER AFFIANT SAYETH NOT.

UNDER PENALTIES OF PERJURY I DECLARE THAT I HAVE READ THE
FOREGOING AND KNOW THE CONTENTS THEREOF AND THAT THE FACTS STATED
HEREIN ARE TRUE AND CORRECT.

Signed this 24th day of JUNE, 1998.

GENERAL PARTNER:

Frances M. Stewart and Margaret
Ann Stewart as Co-Trustees of the
Frances M. Stewart Revocable
Trust dated April 7, 1998

By: Frances Stewart
Frances M. Stewart, Co-Trustee

By: Margaret Ann Stewart
Margaret Ann Stewart, Co-Trustee

and

Margaret Ann Stewart
Margaret Ann Stewart, individually

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -6 PM 4: 25

FILED

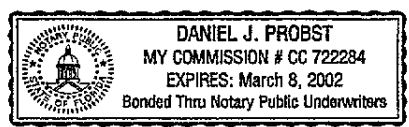
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Frances M. Stewart as Co-Trustee of the Frances M. Stewart Revocable Trust dated April 7, 1998, a General Partner of EARL AND FRAN'S LTD. PARTNERSHIP, personally known to me as the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 24th day of June, 1998.

[Signature]
Notary Public
My Commission Expires:

STATE OF Florida)
COUNTY OF Palm Beach)



I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Margaret Ann Stewart individually as a General Partner and as Co-Trustee of the Frances M. Stewart Revocable Trust dated April 7, 1998, a General Partner of EARL AND FRAN'S LTD. PARTNERSHIP, personally known to me as the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal, this 2 day of July, 1998.

[Signature]
Notary Public
My Commission Expires:

