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WILSON & WILLIAMS, P.A.

ATTORNEYS AT LAW
954 EAST SILVER SPRINGS BOULEVARD
OCALA, FLORIDA 34470

MAILING ADDRESS
POST OFFICE BOX 908
OCALA, FLORIDA 34478-0908

ROBERT D. WILSON
REUBEN S. WILLIAMS, IV

TELEPHONE (352) 629-9747
FACSIMILE (352) 629-5616

July 2, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***1837.50 ***1837.50

Re: Champs Sports Grille, Ltd.

Dear Sir:

Enclosed please find the original and one copy of the Certificate of Limited Partnership with attached Affidavit and Certificate of Acceptance by Registered Agent of the above-named Florida Limited Partnership. Also enclosed is the Limited Partnership check in the amount of \$1,837.50 representing payment for the following:

1. Filing Fee	\$1,750.00
2. Certified Copy	52.50
3. Registered Agent Designation	35.00

Please file the enclosed documents and return a certified copy thereof to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

A98-1739

Name	Robert D. Wilson,
Availability	For the Firm
Document Examiner	
Updater	
Verifier	
Acknowledgment	

RDW/drs
Enclosure

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TALLAHASSEE, FLORIDA

WILSON & WILLIAMS, P.A.

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ROBERT D. WILSON
REUBEN S. WILLIAMS, IV

TELEPHONE (352) 629-9747
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July 10, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Tammi Cline

Re: Champs Sports Grille, Ltd.
Number: Wk98000015386

Dear Ms. Cline:

In connection with the above-referenced matter, I have enclosed the Certification of Limited Partnership which adds to Article 1 that the Partnership's dissolution is unlimited. Please file these documents and return a filed copy to my attention. Thank you for your assistance.

Very truly yours,



Robert D. Wilson,
For the firm

RDW/drs
Enclosure

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

ROBERT D. WILSON
WILSON & WILLIAMS, P.A.
P.O. BOX 908
OCALA, FL 34478-0908

SUBJECT: CHAMPS SPORTS GRILLE, LTD.
Ref. Number: W98000015386

We have received your document for CHAMPS SPORTS GRILLE, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 398A00036264

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TALLAHASSEE, FLORIDA

CERTIFICATION OF LIMITED PARTNERSHIP
OF
CHAMPS SPORTS GRILLE, LTD.

This Certification of Limited Partnership is made this 10 day of July, 1998, by and between CHAMPS SPORTS GRILLE, INC., a Florida corporation ("General Partner") and DICK ANDREWS; GARY ASHLOCK; RUSSELL BRANSON, TRUSTEE; BOB DRAKE; HOLLAND DRAKE; PRESTON FARRIOR; WILLIAM FUTCH; JAMES GALLAWAY; TIM and PATTI HAINES; BASIL KASPAR; JOHN and TRACI KASPAR; ALBERT PEEK; TOMMY SPEAKE; DONALD E. STEWART, JR.; KEN MACKAY, TRUSTEE; BOB WILSON, TRUSTEE; RICK TUTEN; JOE VORWERK; LARRY YOUNG; and KMB, INC. ("Limited Partners"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986).

W I T N E S S E T H :

ARTICLE 1
FORMATION OF PARTNERSHIP

The parties agree to enter into this Partnership to be formed under Section 620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below and as set forth in the Limited Partnership Agreement. The latest date upon which the Partnership is dissolved is unlimited.

ARTICLE 2
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The business of the Partnership shall be conducted under the name of CHAMPS SPORTS GRILLE, LTD. The principal office and address of the General Partner and Registered Agent for service of process shall be 2320 Northeast 2nd Street, Suite 1A, Ocala, Florida 34470. The mailing address is 2320 Northeast 2nd Street, Suite 1A, Ocala, Florida 34470.

ARTICLE 3
NATURE OF BUSINESS

Section 3.1. To purchase, lease, or otherwise acquire, sell, sub-lease or otherwise dispose of properties of every kind and nature, and generally engage in the business of dealing in investment properties.

Section 3.2. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.

Section 3.3. To contract debts and borrow money, issue, sell or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of partnership property, or other instruments to secure the payment of Partnership indebtedness.

Section 3.4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of

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SECRETARY OF STATE

shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.

Section 3.5. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.

Section 3.6. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to the amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.

Section 3.7. To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

ARTICLE 4

NAME, ADDRESS AND CONTRIBUTION OF GENERAL PARTNER

The name and address of the General Partner is CHAMPS SPORTS GRILLE, INC., a Florida corporation, 2320 Northeast 2nd Street, Suite 1A, Ocala, Florida 34470.

IN WITNESS WHEREOF, the undersigned, John A. Kaspar, as President of CHAMPS SPORTS GRILLE, INC., a Florida corporation, has signed this Certification of Limited Partnership this 10 day of July, 1998.

Signed, sealed and delivered
in our presence as witnesses:

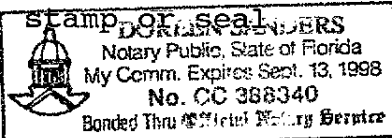
CHAMPS SPORTS GRILLE, LTD., a
Florida Limited Partnership

By: CHAMPS SPORTS GRILLE, INC.,
a Florida corporation
Its General Partner

By: John A. Kaspar
John A. Kaspar, President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Certification of Limited Partnership was acknowledged before me this 10 day of July, 1998, by John A. Kaspar as President for Champs Sports Grille, Inc., a Florida corporation, General Partner for CHAMPS SPORTS GRILLE, LTD., a Florida Limited Partnership, who is personally known to me.

Notary stamp or seal

Doreen Sanders
Notary Public, State of Florida
My Comm. Expires Sept. 13, 1998
No. CC 386340
Bonded Through Official Notary Service

Doreen Sanders
Notary Public, State of Florida

AFFADAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared JOHN A. KASPAR, President of CHAMPS SPORTS GRILLE, INC., General Partner of CHAMPS SPORTS GRILLE, LTD., who after being sworn, deposes and says:

1. That he is the President of CHAMPS SPORTS GRILLE, INC., THE General Partner of CHAMPS SPORTS GRILLE, LTD., A Florida limited Partnership, and his business address is 2320 NE 2nd Street, Suite 1A, Ocala, Florida 34470.
2. The initial amount contributed to the Partnership by the General Partner is Zero.
3. The initial amount contributed to the Partnership by the Limited Partners is \$300,000.00. The total amount anticipated to be contributed to the Partnership by the Limited Partners is \$300,000.00. The names, addresses, and amounts contributed by the Limited Partners is as follows:

<u>LIMITED PARTNER</u>	<u>ADDRESS</u>	<u>CONTRIBUTION</u>
DICK ANDREWS	708 NE 17 TH TERRACE OCALA, FL 34470	\$10,000
GARY ASHLOCK	2901 SW 41 ST APT 2603 OCALA, FL 34474	\$25,000
RUSSELL BRANSON, TRUSTEE	1607 SE 13 TH STREET OCALA, FL 34471	\$10,000
BOB DRAKE	2145 SE 17 TH STREET OCALA, FL 34471	\$10,000
HOLLAND DRAKE	2123 SE 12 TH STREET OCALA, FL 34471	\$10,000
PRESTON FARRIOR	2907 VILLA ROSA TAMPA, FL 33611	\$10,000
WILLIAM FUTCH	1104 SE 10 TH LANE OCALA, FL 34471	\$10,000
JAMES GALLAWAY	4415 SE 4 TH PLACE OCALA, FL 34471	\$10,000
TIM & PATTI HAINES	10545 N SILVER LAKE PT DUNNELLON, FL 34434	\$10,000
BASIL KASPAR	27 HEMLOCK TERRACE OCALA, FL 34471	\$20,000

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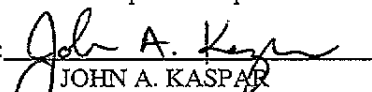
<u>LIMITED PARTNER</u>	<u>ADDRESS</u>	<u>CONTRIBUTION</u>
JOHN & TRACI KASPAR	2160 SE 7 TH TERRACE OCALA, FL 34471	\$20,000
ALBERT PEEK	PO BOX 3988 OCALA, FL 34478	\$10,000
TOMMY SPEAKE	PO BOX 635 CHANDLER, TX 75758	\$25,000
DONALD E. STEWART, JR.	949 SE 12 TH PLACE OCALA, FL 34471	\$10,000
KEN MACKAY, TRUSTEE	PO BOX 2016 OCALA, FL 34478	\$10,000
BOB WILSON, TRUSTEE	PO BOX 908 OCALA, FL 34478	\$10,000
RICK TUTEN	11220 NE 53 RD STREET KIRKLAND, WA 98033	\$20,000
JOE VORWEK	PO BOX 5608 OCALA, FL 34478	\$10,000
LARRY YOUNG	2320 NE 2 ND STREET OCALA, FL 34470	\$10,000
KMB, INC.	2320 NE 2 ND STREET OCALA, FL 34470	\$50,000

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4. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited, unless a separate written guaranty is executed by the Limited Partners, to the amount contributed by him or her to the capital of the Partnership and his or her share in the undistributed net profits.

FURTHER AFFLIANT SAYETH NAUGHT.

CHAMPS SPORTS GRILLE, INC., a
Florida corporation, General Partner of
CHAMPS SPORTS GRILLE, LTD., a
Florida limited partnership

By: 
JOHN A. KASPAR
Its: President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing AFFIDAVIT OF CAPITAL CONTRIBUTIONS was acknowledged before me by
JOHN A. KASPAR, President of CHAMPS SPORTS GRILLE, INC., the General Partner of CHAMPS
SPORTS GRILLE, LTD., who is:

☒ Personally known by me, OR

_____ Produced _____ as identification.

Dated: this 10 day of JULY, 1998.

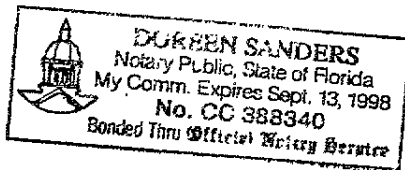
Name: Doreen Sanders

Print Name: _____

Notary Public, State of Florida

Commission number _____

Commission Expires _____

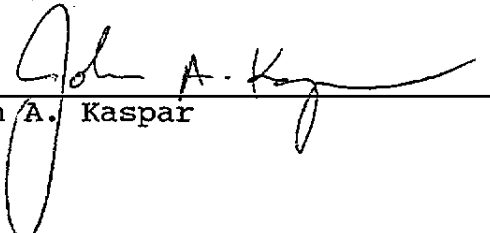


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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

John A. Kaspar whose address is 2320 Northeast 2nd Street, Suite 1A, Ocala, Florida 34470, the initial registered agent named in the Certificate of Limited Partnership, to accept service of process for CHAMPS SPORTS GRILLE, LTD., a Florida Limited Partnership, organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 10 day of July, 1998.



John A. Kaspar

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