

A98000001868



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 913853 5315A

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ ~~122.50~~ 140.00

ORDER DATE : August 3, 1998

ORDER TIME : 2:52 PM

ORDER NO. : 913853-005

CUSTOMER NO: 5315A

CUSTOMER: D. Michael O'leary, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

900002606179--7

DOMESTIC FILING

NAME: M&M TAMPA STROH'S, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
98 AUG -31 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

RECEIVED
98 AUG -3 PM 3:23
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
M&M TAMPA STROH'S, LTD.**

The undersigned General Partner hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be M&M Tampa Stroh's, Ltd.

2. Agent and Address for Service of Process. The initial registered office of the Partnership shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the initial registered agent of the Partnership at such office shall be David R. Brittain. The Partnership shall have the right to change such registered office and such registered agent from time to time, as provided by law.

3. Name and Business Address of General Partner. The name and business address of the General Partner are as follows:

998-54830
M&M #3, Inc.
28050 U.S. Highway 19 North
Suite 208
Clearwater, Florida 33761

4. Mailing Address of the Partnership. The mailing address of the Partnership shall be as follows:

c/o M&M #3, Inc.
28050 U.S. Highway 19 North
Suite 208
Clearwater, Florida 33761

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2030.

DATED this 13 day of July, 1998.

M&M #3, INC.

By 

FILED
02 AUG -3 AM 9:15
CLERK OF DISTRICT COURT
TAMPA, FLORIDA

**M&M TAMPA STROH'S, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, the General Partner of M&M TAMPA STROH'S, LTD., a Florida limited partnership, does hereby certify:

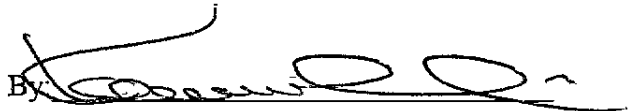
1. The amount of capital contributions to date of the limited partners is \$100.00.
2. It is not anticipated that there will be additional capital contributions of limited partners.

Signed this 13 day of July, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

M&M #3, INC.

By 

FILED
98 AUG -3 AM 9:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

**M&M TAMPA STROH'S, LTD.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited partnership, at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 28th day of July, 1998.


DAVID R. BRITTAIN

FILED
98 AUG -3 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA