

CAPITAL CONNECTION, INC.

417 E. Virginia Avenue Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-062 • Fax (850) 224-2222

H48000002712

Jannus Landing of
St. Petersburg Limited

NEEDS
12/3

DATE

Signature

BK 12/3/98

Requested by:

AK

12-3

1/03

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File -12/03/98--01051--027

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

98 DEC 73 PM 2:45

FLD STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

98 DEC -3 PM 12:22

FLD STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: JANNUS LANDING OF ST. PETERSBURG LIMITED
Ref. Number: W98000027054

FILED
DIVISION OF CORPORATIONS
98 DEC -3 PM 2:45

We have received your document for JANNUS LANDING OF ST. PETERSBURG LIMITED and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are STILL RETAINING YOUR \$1,785.00 payment.

I am sorry to have to return this a second time. But the law requires that we obtain 2 money amounts from you. The two money amounts are supposed to be on the AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

In your revised AFFIDAVIT, it states that the "LIMITED PARTNERS will make a capital contribution of \$850,000.00."

Is this correct? Please note that elsewhere in the document, it appears that \$175,000.00 of the \$850,000.00 is going to consist of a contribution made by the GENERAL PARTNER.

Please revise the wording on your affidavit. If you just want to give us one money amount, word it like this "THE AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS TOTALS _____."

ALSO, please note that your CERTIFICATE document STILL does NOT specify a MAILING ADDRESS for the limited partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 398A00057906

Corrected



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: JANNUS LANDING OF ST. PETERSBURG LIMITED
Ref. Number: W98000027054

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -3 PM 2:45

We have received your document for JANNUS LANDING OF ST. PETERSBURG LIMITED and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT OF CAPITAL CONTRIBUTIONS states that the total anticipated limited partner contribution amount is specified in the CERTIFICATE. But all the CERTIFICATE says is that each limited partner is going to contribute \$850,000.00. Without knowing how many limited partners there are, we have no way of computing the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT.

Please revise the AFFIDAVIT document. Have the AFFIDAVIT state TWO MONEY AMOUNTS. First state the total limited partner contributions to date. Then state the TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS. You may wish to use our AFFIDAVIT FORM as a guide.

ALSO, please revise the CERTIFICATE document. You clearly state the PRINCIPAL PLACE OF BUSINESS address. This is required. But you must ALSO state a MAILING ADDRESS for the partnership.

ALSO, ITEM 4 needs to be revised a little. It should state the NAME AND ADDRESS OF EACH GENERAL PARTNER. The word "MEMBER" should be taken out. Then either in Item 4 or in a separate Item you should specify the NAME AND STREET ADDRESS OF THE REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr

Corrected

Corporate Specialist

Letter Number: 098A00057298

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DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP

1. Name of Limited Partnership - The name of the limited partnership is JANNUS LANDING OF ST. PETERSBURG LTD..
2. Character of the Business - Purchase and manage properties known as Jannus Landing/Hotel Detroit, including the leasing of commercial space within the Jannus Landing/Hotel Detroit complex, and manage and oversee the management of the operation of the Hotel Detroit, collect rents, pay expenses, develop, promote and operate an entertainment establishment including liquor, beer and wine service and featuring live entertainment.
3. Location of Principal Place of Business - 3637 - 4th Street, North, St. Petersburg, Florida, 33704, or at such other place or places as the General Partner may designate in a written notice to all the Limited Partners. The mailing address of the limited partnership is 3637 4th St. N., Ste. 230, St. Petersburg, FL 33704.
4. Name and Place of Residence of each General and Limited Partner -

General Partner: Jannus Landing Management, Inc.
3637 - 4th Street, North, Suite 230,
St. Petersburg, FL 33704

Limited Partners: Joe French
244 First Avenue, N.
St. Petersburg, FL 33701

Ray Horner
244 First Avenue, N.
St. Petersburg, FL 33701

Dr. G. P. Nair and
Dr. A. Raiker
244 First Avenue, N.
St. Petersburg, FL 33701

5. Registered Agent: Walter E. Smith, Esquire
1301 - 4th Street, N.
St. Petersburg, FL 33701

Signature of Acceptance: _____



5. The Term for Which the Partnership is to Exist - Thirty (30) years.
6. The Amount of Cash and Description of and the Agreed Value of the Other Property Contributed by Each Limited Partner -

Joe French	\$ 300,000.00
Ray Horner	\$ 200,000.00

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SECRETARY OF STATE
CORPORATIONS

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Dr. G. P. Nair/Dr. A. Raiker \$ 175,000.00
General Partner \$ 175,000.00

7. Additional Contributions to be Made by Each Limited Partner - The limited partners shall not be required to make any additional capital contribution and in no event shall a limited partner be personally liable for any losses, obligations, or debts of the partnership in excess of his respective initial capital contribution stated above.
8. Time When the Contribution of Each Limited Partner is to be Returned - Each limited partners capital contribution shall be returned on a prorata basis in the discretion of the General Partner.
9. The Share of the Profits which Each Limited Partner Shall Receive by Reason of his Contribution -
- | | |
|-----------------------------|-----|
| Joe French | 30% |
| Ray Horner | 20% |
| Dr. G. P Nair/Dr. A. Raiker | 15% |
| General Partner | 35% |
10. Right of the Partners to Admit Additional Limited Partners - No limited partners shall have the right to admit additional limited partners or to sell, assign, transfer, encumber or otherwise dispose of his interest except upon death.
11. Right of Limited Partners to Priority Over Other Limited Partners - No limited partner shall have any right to priority over other limited partners with respect to distribution of profits.
12. Right of the Remaining Partners to Continue the Business upon the Death, Retirement or Insanity of the General Partner - The death, retirement or insanity of the General Partner shall have the effect of terminating the partnership as of the close of business on the last day of the calendar year in which such event occurs.
13. Right of the Limited Partner to Demand and Receive Property Other than Cash in Return for his Contribution - The limited partner shall have no right to demand or receive property other than cash in return for his contribution.

Under penalties of perjury we declare that we have read the foregoing and know the contents and the facts stated here are true and correct.

JANNUS-LANDING MANAGEMENT, INC.



John C. Bodziak, President

AFFIDAVIT

BEFORE ME, the undersigned authority, this day personally appeared John C. Bodizak, who after being duly cautioned and sworn, deposes and says:

1. He is the President of JANNUS LANDING MANAGEMENT, INC., the General Partner of the Limited Partnership, JANNUS LANDING OF ST. PETERSBURG LTD.
2. The amount contributed and anticipated to be contributed by the Limited Partners totals \$675,000.00

Subscribed and sworn to before me this 4TH day December, 1998.

Jannus-Landing Management, Inc.

John C. Bodziak
John C. Bodziak President

Joe French
Joe French, Limited Partner

Ray Horner
Ray Horner, Limited Partner

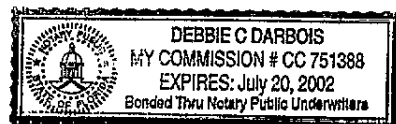
Dr. G. P. Nair
Dr. G. P. Nair, Limited Partner

Dr. A. Raiker
Dr. A. Raiker, Limited Partner

Debbie C. Darbois
Notary Public - State of Florida

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My Commission Expires:

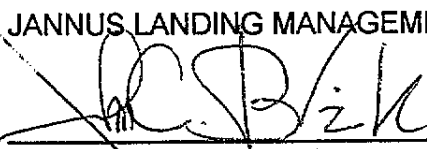


IN WITNESS WHEREOF, each party has executed this Agreement or a counterpart hereof on the _____ day of _____ November _____, 1998.

The undersigned General Partner hereby executes and agrees to be bound by the terms of the Limited Partnership Agreement for JANNUS LANDING OF ST. PETERSBURG LTD. a copy of which has been delivered to the undersigned.

GENERAL PARTNER:

JANNUS LANDING MANAGEMENT, INC.


John C. Bodziak, President

LIMITED PARTNERS

Each of the undersigned Limited Partners hereby execute and agree to be bound by the terms of the Limited Partnership Agreement for JANNUS LANDING OF ST. PETERSBURG LTD. a copy of which has been delivered to each of the undersigned and agrees to purchase that number of Limited Partnership Units set forth opposite his respective name and to make an initial capital contribution of \$100,000.00 per each 10% Limited Partnership Unit purchased.

LIMITED PARTNERS:

Joe French	30%	\$300,000.00
Ray Homer	20%	\$200,000.00
Dr. G.P. Nair/Dr. A. Raiker	15%	\$175,000.00
Total:	65%	\$675,000.00
General Partner	35%	\$175,000.00
Partnership Total Ownership:	100%	\$850,000.00


Signature, Joe French, Limited Partner

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