

CAPITAL CONNECTION INC.
• 417 E. Virginia Street • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8067 • Fax (850) 224-1222

A 99000000793

500002878365--7
-05/18/99--01030--002
***1837.50 ***1837.50

Green Goodyear Market Place,
LTD.

RECEIVED

99 MAY 18 AM 9:41

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4

NYC

5/18/99

Signature

Requested by: CD

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
☒ LTD Partnership File Cert. _____
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 _____

99 MAY 18 AM 10:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
GOODYEAR MARKET PLACE, LTD
a Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 18 AM 10:22

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby states the following:

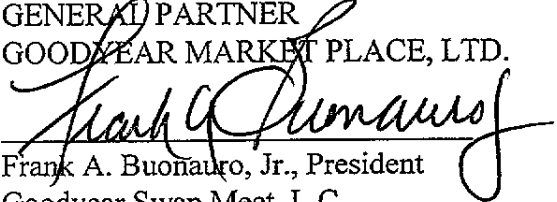
1. The name of the Partnership is Goodyear Market Place, Ltd.
2. The address of the office of the Partnership is c/o Frank A. Buonauro, Jr., 2801 E. Irlo Bronson Highway, Kissimmee, FL 34744.
3. The name and address of the Registered Agent of the Partnership for service of process on the Partnership is Frank A. Buonauro, Jr., 2801 E. Irlo Bronson Highway, Kissimmee, FL 34744.
4. The name and business address of the General Partner is as follows:

L99000000767
Goodyear Swap Meet, L.C. 2801 E. Irlo Bronson Highway
a Florida Corporation Kissimmee, FL 34744.
5. The mailing address of the Partnership is Goodyear Swap Meet, L.C., 2801 E. Irlo Bronson Highway, Kissimmee, FL 34744.
6. The latest date upon which the Partnership shall dissolve is December 31, 2098.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Frank A. Buonauro, Jr., President of Goodyear Swap Meet, L.C., the General Partner of Goodyear Market Place, Ltd., this 17th day of May, 1999.

GENERAL PARTNER
GOODYEAR MARKET PLACE, LTD.

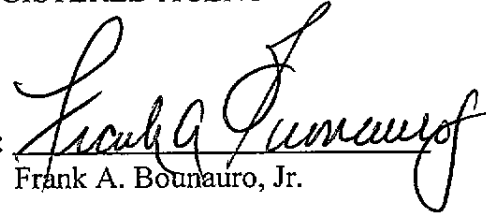

Frank A. Buonauro, Jr., President
Goodyear Swap Meet, L.C.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Goodyear Market Place, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By:


Frank A. Bounauro, Jr.

M:\GOODYEAR\LTDPSHIP.CER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 16 1999

STATE OF FLORIDA
COUNTY OF ORANGE

GOODYEAR MARKET PLACE LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 18 AM 10:22

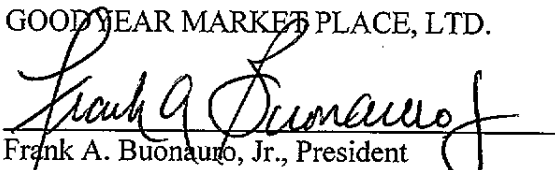
BEFORE ME, the undersigned personally appeared FRANK A. BUONAURO, JR., President of GOODYEAR SWAP MEET, L.C., the General Partner of GOODYEAR MARKET PLACE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by all of the limited partners is \$5,000,000.
2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows: None

FURTHER AFFIANT SAYETH NAUGHT.

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.

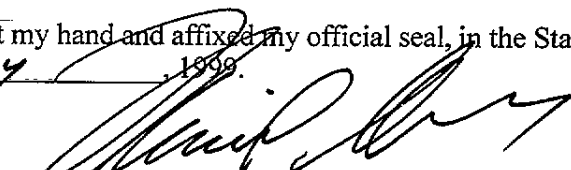
GENERAL PARTNER
GOODYEAR MARKET PLACE, LTD.


Frank A. Buonauro, Jr., President
Goodyear Swap Meet, L.C.

Date: MAY 17, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared FRANK A. BUONAURO, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Partnership, Goodyear Swap Meet, L.C.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of MAY, 1999.


SIGNATURE NOTARY PUBLIC

Print Name: MAURICE SHAMS

My Commission Expires: _____

[Notary Seal]

