

LAW OFFICES
CHESSEY, WINGARD, BARR & FLEET, P.A.

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H. BART FLEET
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SHALIMAR, FLORIDA 32579
(850) 651-9944
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A990000002212

December 20, 1999

Division of Corporations
Florida Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

Delivered by Federal Express

Re: Agnes Bass Family Partnership, Ltd.

300003077373--0
-12/21/99-01090-020
***140.00 ***140.00

Dear Sir:

Enclosed please find the original Certificate of Limited Partnership, Affidavit of Capital Contributions, and the Certificate designating the registered office and the registered agent, all to be **immediately** filed with your office for the above-referenced limited partnership. Also enclosed please find a check in the amount of \$140.00, tendered as payment of your filing fees and for certifying the enclosed copy of the Certificate of Limited Partnership (\$52.50 filing fee, \$35.00 registered agent designation, \$52.50 certified copy). Please return the certified copy to our office in the enclosed Federal Express envelope at your earliest convenience. If you need any further information, please do not hesitate to contact our office.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Sheryl McCowen

Sheryl F. McCowen, CLA
Paralegal to
H. Bart Fleet

/sm
Enclosures
cc: Agnes Bass

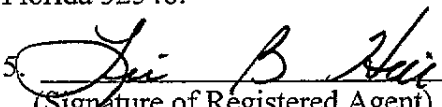
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-21-99

**CERTIFICATE OF LIMITED PARTNERSHIP OF
AGNES BASS FAMILY PARTNERSHIP, LTD.**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Limited Partnership Act of the State of Florida pursuant to a written Agreement of all Partners executed of even date herewith. The creation of this Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership and contains the following statements required by Florida Statutes §620.108(1):

1. The name of the Limited Partnership is AGNES BASS FAMILY PARTNERSHIP, LTD., (the "Partnership").
2. The business address of the Partnership is 4 First Street, SE, Ft. Walton Beach, Florida 32548.
3. The name of the registered agent of the Partnership is LILLIAN B. HILL.
4. The address of the registered agent of the Partnership is 4 First Street, SE, Ft. Walton Beach, Florida 32548.
5. 
(Signature of Registered Agent)
6. The mailing address of the Partnership is 4 First Street, SE, Ft. Walton Beach, Florida 32548.
7. The latest date upon which the Partnership is to be dissolved is December 31, 2029.
8. The name and specific business address of each General Partner of the Partnership is:

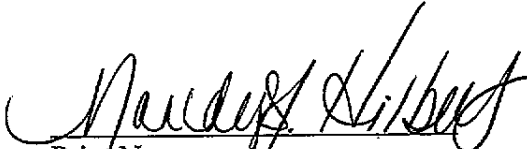
NAME	ADDRESS
the Staff Restaurant, Inc. 184938	


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

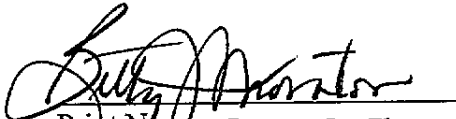
Signed this 20 day of December, 1999.

WITNESSES:

STAFF RESTAURANT, INC.


Print Name: Mandy J. Hilbert

By  (SEAL)
LILLIAN B. HILL, Its President
General Partner

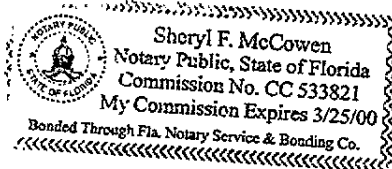

Print Name: Betty J. Thornton

STATE OF FLORIDA

COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me this 20th day of December, 1999, by
LILLIAN B. HILL of STAFF RESTAURANT, INC., on behalf of STAFF RESTAURANT,
INC., who produced FL DL #H400-522-49-924 as identification.


Notary Public
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF OKALOOSA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting all of the General Partners of AGNES BASS FAMILY PARTNERSHIP, LTD., a Florida Limited Partnership (the "Partnership"), certifies as follows:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$100.00

Dated this 20 day of December, 1999.

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.

STAFF RESTAURANT, INC.

By *Lillian B. Hill* (SEAL)
LILLIAN B. HILL, Its President
General Partner of the Partnership

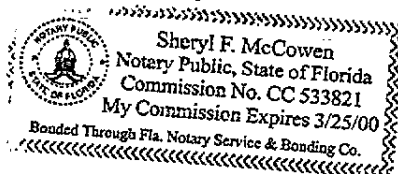
SWORN TO and subscribed before me this 20th day of December, 1999, by LILLIAN B. HILL of STAFF RESTAURANT, INC., on behalf of STAFF RESTAURANT, INC., who produced FL DL #H400-522-49-924-0 as identification.

Sheryl F. McCowen

Notary Public

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
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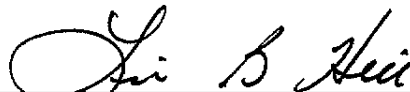
**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §48.091, Florida Statutes, the following is submitted in compliance with said Act:

AGNES BASS FAMILY PARTNERSHIP, LTD. (the "Company"), desiring to organize as a limited partnership under the laws of the State of Florida, with its registered office, as indicated in its Certificate of Limited Partnership, at 4 First Street, SE, Ft. Walton Beach, Florida 32548, has named LILLIAN B. HILL, located at 4 First Street, SE, Ft. Walton Beach, Florida 32548, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



LILLIAN B. HILL

Dated: December 22, 1999

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA