

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

B9900000308

FILING COVER SHEET  
ACCT. #FCA-14

200002965582--4  
-08/20/99--01058--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CONTACT: CINDY HICKS

DATE: 8/20/99

REF. #: Q362. 7990

200002965582--4  
-08/20/99--01058--027  
\*\*\*1750.00 \*\*\*1750.00

CORP. NAME: IFK Retail, LTD

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT          | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK         | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                         | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                          | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 20 PM 11:44

STATE FEES PREPAID WITH CHECK# 10617 5720 FOR \$ 1750.00 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ (4)

PLEASE RETURN:

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> PLAIN SAMPLE COPY |
|--|--|--|

RECEIVED  
99 AUG 20 AM 11:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials \_\_\_\_\_

BR 8/20/99

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. TFK RETAIL, LTD.  
(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida must contain the word "LIMITED" or "LTD.")

3. TEXAS 4. August 12, 1999  
(State of Formation) (Date of Formation)

5. Corporation Service Company  
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street  
(Street Address of Registered Office)

Tallahassee, Florida 32301  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

By: *Paul K. Smith* Asst. V.P.  
(Agent must sign on this line)

8. 800 Brazos

Austin, TX 78701  
(Address of registered office required in state of formation or, if not required, address of principal of office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

TC Houston TFK, Inc. 2001 Ross Ave., #3400, Dallas, TX 75201

GPI-Lincoln, Inc. 4099 McEwen, Suite 370, Dallas, TX 75244

10. 2001 Ross Avenue, Suite 3400, Dallas, TX 75201  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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99 AUG 20 PM 1:44

F99000004122

F99000004207

12. TFK Retail, Ltd.

2001 Ross Avenue, Suite 3400, Dallas, TX 75201

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18<sup>th</sup> day of August, 19 99.

By: TC Houston TFK, Inc.

Corp. Secretary to General Partner (Rebecca M. Savino)

STATE OF Texas

COUNTY OF Dallas

On this 18<sup>th</sup> day of August, 19 99.

Rebecca M. Savino personally appeared before me,

☒ who is personally known to me

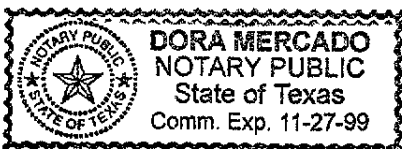
☐ whose identity I proved on the basis of

Dora Mercado  
(Notary Public Signature)

Dora Mercado  
(Notary's Printed Name)

Seal

My Commission Expires: 11-27-99



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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Rebecca M. Savino  
Corporate Secretary to TC Houston TFK, Inc. I  
a general partner of TFK Retail, Ltd., a ~~(an)~~        Texas

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$12,950,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$4,412,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 18th day of August, 19 99

By: TC Houston TFK, Inc.

Rebecca M Savino  
Corp. Secretary to General Partner (Rebecca M. Savino)

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 AUG 20 PM 1:44  
nts thereof and

STATE OF Texas

COUNTY OF Dallas

On this 18th day of August, 19 99,

Rebecca M. Savino, personally appeared before me,

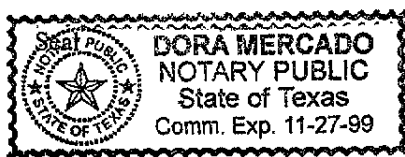
- ☒ who is personally known to me
- ☐ whose identity I proved on the basis of

Dora Mercado  
(Notary Public signature)

(Notary Public signature)

Dora Mercado

(Notary's Printed Name)



My Commission Expires: 11-27-99