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From:
Account Name : HODGSON RUSSELL LLP
Account Number : 072720000242
Phone : (861) 394-0500
Fax Number : (861) 394-3862

FLORIDA LIMITED PARTNERSHIP

GOLD COAST SEAFOOD GRILL-2, LTD

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

May 28, 2004

HODGSON RUSS LLP

SUBJECT: GOLD COAST SEAFOOD GRILL-2, LTD
REF: W04000020860

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

GOLD COAST SEAFOOD GRILL-2, LTD

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TALLAHASSEE, FLORIDA

- 1. Name of Limited Partnership: Gold Coast Seafood Grill-2, Ltd.
- 2. Business Address of Limited Partnership: 2200 W. Glades Road
Suite 1101A
Boca Raton, FL 33431
- 3. Name of Registered Agent: HRAWG CORP.
- 4. Street Address of Registered Agent: 1801 N. Military Trail
Suite 200
Boca Raton, Florida 33431
- 5. Signature of Registered Agent: By: Larry Corman
Name: Larry Corman
Title: President
- 6. Mailing Address of Limited Partnership: 2200 W. Glades Road
Suite 1101A
Boca Raton, FL 33431
- 7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2044.
- 8. Name and specific address of the General Partners:

Gold Coast Seafood Grill-2, LLC #L03000048491
2200 W. Glades Road
Suite 1101A
Boca Raton, FL 33431

Signed this 20th day of May, 2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Kevin Toomy, Manager of Gold Coast Seafood Grill-2, LLC, the General Partner of Gold Coast Seafood Grill-2, LLC, Florida limited partnership who certifies as follows:

- 1. The amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners upon the filing of this Certificate is \$24,000.

FURTHER AFFIANT SAYETH NCT.

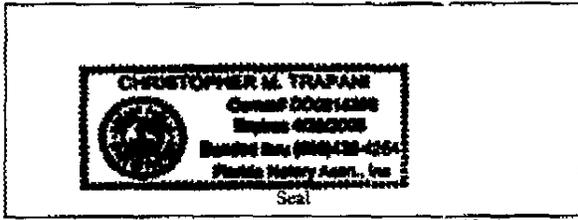
Under penalties of perjury the undersigned, being the General Partner, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

May 20, 2004
 Date _____ Kevin Toomy, Member
 Gold Coast Seafood Grill-2, LLC,
 as General Partner of Gold Coast Seafood Grill-2, Ltd.

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this day by Kevin Toomy.



Christopher Trapani
 Signature of Notary
CHRISTOPHER TRAPANI
 Printed Name of Notary
5/20/04
 Date

Personally known or if not personally known, produced _____

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