



THE UNITED STATES CORPORATION COMPANY

A98000000956

ACCOUNT NO. : 072100000032

REFERENCE : 785505 9654A

AUTHORIZATION :

Patricia Pizjut

COST LIMIT : \$ 140.00

ORDER DATE : April 17, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 785505-005

CUSTOMER NO: 9654A

CUSTOMER: Michael M. M. Wallis, Esq
MOSLEY WALLIS & WHITEHEAD

1221 East New Haven Avenue
Melbourne, FL 32902

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 17 PM 12:44

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DOMESTIC FILING

NAME: CROWN MANAGEMENT POINCIANA, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

(4)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

32c
4/17/98

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CERTIFICATE OF LIMITED PARTNERSHIP OF
CROWN MANAGEMENT POINCIANA, LTD.
A FLORIDA LIMITED PARTNERSHIP

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SECRETARY OF CORPORATIONS
98 APR 17 PM 12:44

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

1. The name of the Partnership is CROWN MANAGEMENT POINCIANA, LTD.
2. The address of the office of the Partnership is 572 Mellowood Avenue, Orlando, Florida.
3. The name and address of the agent for service or process on the Partnership are MICHAEL M. M. WALLIS, Mosley, Wallis & Whitehead, P.A. 1221 East New Haven Avenue, Melbourne, FL 32901
4. The name and business address of the sole general partner is:
CROWN RESTAURANT PROPERTIES, INC., 572 Mellowood Avenue,
Orlando, Florida
P98000035196
5. The mailing address of the Partnership is 572 Mellowood Avenue, Orlando, Florida 32825
6. The latest date upon which the Partnership shall dissolve is December 31, 2020.

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 on behalf of the sole General Partner of CROWN MANAGEMENT POINCIANA, LTD., this 16th day of April, 1998.

GENERAL PARTNER:
CROWN RESTAURANT PROPERTIES,
INC.

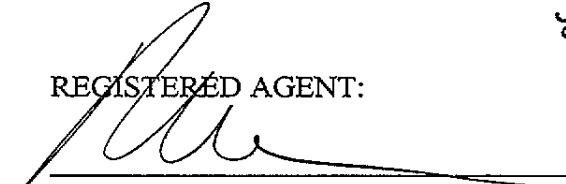
By: _____

Name: Dennis Brady
Title: President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for CROWN MANAGEMENT POINCIANA, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Name: MICHAEL M. M. WALLIS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Dennis Brady, President, of CROWN RESTAURANT PROPERTIES, INC. the sole general partner of CROWN MANAGEMENT POINCIANA, LTD., (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, one hundred and No/100 (\$100.00) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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 behalf.

STATE OF FLORIDA)
COUNTY OF BREVARD)

Crown Restaurant Properties, Inc.

By: [Signature]
Dennis Brady, President
Applicant

Sworn to (or affirmed) and subscribed before me this 16th day April, 1998, by Dennis Brady, President of Crown Restaurant Properties, Inc a Florida corporation, on behalf of the corporation who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of Florida
My Commission Expires:

Print Name: _____



Michael M M Wallis
My Commission CC685004
Expires November 12, 2001