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City State Zip Phone

CORPORATION(S) NAME

900003237259--2  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00  
900003237259--2  
-05/03/00--01078--027  
\*\*\*1750.00 \*\*\*1750.00

Destin Steakhouse, Ltd.

- ☐ Profit ☐ Amendment ☐ Merger  
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark  
☐ Limited Liability Company  
☐ Foreign ☐ Annual Report ☒ Other  
☒ Limited Partnership ☐ Reinstatement ☐ Reservation ☐ Change of R.A.  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**DESTIN STEAKHOUSE, LTD.**

THIS CERTIFICATE OF LIMITED PARTNERSHIP made this 26 <sup>8</sup> day of April, 2000, by **PANHANDLE RESTAURANT MANAGEMENT, INC.**, a Florida corporation (referred to herein as the "General Partner"), in order to comply with Section 620.108 of the Florida Limited Partnership Act.

**ARTICLE I**

**NAME OF LIMITED PARTNERSHIP**

The name of the Limited Partnership is **DESTIN STEAKHOUSE, LTD.**

**ARTICLE II**

**RESIDENT AGENT**

The address of the office and the name and address of the agent for service of process required to be maintained by virtue of Section 620.105, Florida Statutes:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

**ARTICLE III**

**GENERAL PARTNERS**

The names and business addresses of the General Partner is:

Panhandle Restaurant Management, Inc.  
3184 Cahaba Heights Road  
Birmingham, Alabama 35243

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ARTICLE IV

LIMITED PARTNERSHIP ADDRESS

The mailing address of the Limited Partnership is:

3184 Cahaba Heights Road  
Birmingham, Alabama 35243

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ARTICLE V

TERM OF PARTNERSHIP

Unless sooner terminated, liquidated or dissolved by law, or by the terms and conditions of the Agreement of Limited Partnership, this Partnership shall remain in existence until December 31, 2040.

ARTICLE VI

AFFIDAVIT OF CONTRIBUTION

An Affidavit of the General Partner setting forth the amount of capital contributions by the Limited Partners and the amount anticipated to be contributed by the Limited Partners is appended hereto and made a part hereof as Exhibit "A".

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership the 26 day of April, 2000.

Signed sealed and delivered  
in the presence of:

PANHANDLE RESTAURANT MANAGEMENT,  
INC., a Florida corporation, as General Partner

By Roy C. Hockman  
ROY C. HOCKMAN  
President

Angela Morris  
Witness

Alanna K. Smith  
Witness

STATE OF ALABAMA     )  
                                  )SS  
COUNTY OF JEFFERSON   )

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DIVISION OF CORPORATIONS  
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The foregoing instrument was acknowledged before me this 26 day of April, 2000, by ROY C. HOCKMAN, as President of Panhandle Restaurant Management, Inc., General Partner of Destin Steakhouse, Ltd., who is personally known to me or who produced a \_\_\_\_\_ as identification.

Witness my hand and official seal in the County and State last aforesaid; this 26 day of April, 2000.

Marie M. Echols  
NOTARY PUBLIC STATE OF ALABAMA

MARIE M. Echols  
Print Name

My Commission Expires: 5-27-2003  
My Commission Expires: \_\_\_\_\_

EXHIBIT "A"

AFFIDAVIT OF CONTRIBUTION

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STATE OF ALABAMA     )  
                                  )SS.  
COUNTY OF JEFFERSON )

BEFORE ME, the undersigned authority, personally appeared ROY C. HOCKMAN, as President of Panhandle Restaurant Management, Inc., the General Partner of Destin Steakhouse, Ltd. ("Affiant"), who, after having been first duly sworn by me upon his oath, deposes and says as follows:

1. Affiant is the President of Panhandle Restaurant Management, Inc., the General Partner of Destin Steakhouse, Ltd., a Florida limited partnership, and has personal knowledge of the facts and matters herein deposed to.

2. That Affiant hereby declares and certifies that the capital contributions of Limited Partners as heretofore made, and anticipated to be made, to Destin Steakhouse, Ltd. are as follows:

Capital Contributions Presently Contributed:

\$10.00

Capital Contributions Anticipated to Be Contributed:

\$1,000,000.00

FURTHER, Affiant saith naught.

IN WITNESS WHEREOF, Affiant has set his hand this 26 day of April, 2000.

Roy C. Hockman  
ROY C. HOCKMAN, President  
Panhandle Restaurant Management, Inc.,  
a Florida Corporation

SWORN TO AND SUBSCRIBED before me this 26 day of April, 2000

ALABAMA

Marie M. Echols

NOTARY PUBLIC STATE OF

MARIE M. ECHOLS

Print Name

My Commission Expires: My Commission Expires 5-27-2003

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MAY 3 11:32 AM

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

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00 MAY 23 PM 1:32

DATE: May 3<sup>rd</sup>, 2000

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary