

JAMES A. HARTMAN, P.A.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

A000000000/649
October 17, 2000

VIA FEDERAL EXPRESS

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

200003428952--8
-10/18/00--01077--001
***157.50 ***157.50

Re: International Drive Restaurants, Ltd.

Gentlemen:

Enclosed please find an Affidavit and Certificate of Limited Partnership (2 originals) to be filed for the formation of the above limited partnership, together with a check in the amount of \$157.50 (in payment for the filing fees of \$70, the registered agent fee of \$35, and the certified copy fee of \$52.50).

Please return proof of filing and the certified copy to the undersigned using the enclosed pre-paid Federal Express air bill. Thank you for your help. Please call the undersigned at (407) 445-7235 x1326 if you have any questions.

Sincerely,

Michelle Wolff

Michelle Wolff
Paralegal

/me
enclosures

FILED
00 OCT 18 AM 9:06
TALLAHASSEE, FLORIDA

52

**AFFIDAVIT AND CERTIFICATE
OF LIMITED PARTNERSHIP
OF
INTERNATIONAL DRIVE RESTAURANTS, LTD.**

THE UNDERSIGNED, acting as the organizer of **INTERNATIONAL DRIVE RESTAURANTS, LTD.** (the "Partnership"), hereby makes, acknowledges and files with the Secretary of State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be **INTERNATIONAL DRIVE RESTAURANTS, LTD.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 9439 Forest City Road, Altamonte Springs, Florida 32714, or at such other place or places as the General Partner(s) shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

James A. Hartman, Esq.
9439 Forest City Road
Altamonte Springs, FL 32714

4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S).**

U.S. Leader Drive-In Corp. *P-60654*
9439 Forest City Road
Altamonte Springs, FL 32714

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

9439 Forest City Road
Altamonte Springs, FL 32714

6. **TERM.** The Partnership shall be dissolved on October 17, 2030, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 17 day of October, 2000.

Signed, sealed and delivered
in the presence of:

Michelle B. Wolff
Michelle B. Wolff
JoAnn Abramowitz
JoAnn Abramowitz

U.S. LEADER DRIVE-IN CORP.
a Florida corporation, General Partner

By: *[Signature]*
James A. Hartman, President

FILED
00 OCT 18 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

BEFORE ME, the undersigned authority, personally appeared JAMES A. HARTMAN as President of **U.S. LEADER DRIVE-IN CORP.**, a Florida corporation. He is known to me to be the person who executed the foregoing Affidavit and Certificate of Limited Partnership and who acknowledged before me that he executed the Affidavit and Certificate of Limited Partnership for the purpose stated therein on behalf of said partnership. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of October, 2000.

Michelle B. Wolff
Print Name: Michelle B. Wolff
Notary Public State of Florida
Commission # CC664233
Commission expiration: 8-7-2001

NOTARY PUBLIC - STATE OF FLORIDA
MICHELLE B. WOLFF
COMMISSION # CC664233
EXPIRES 8/7/2001
BONDED THRU ASA 1-888-NOTARY1

SEAL:

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00 OCT 18 AM 9:04
TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

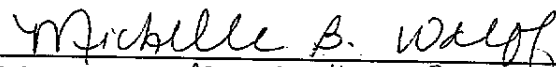
Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of INTERNATIONAL DRIVE RESTAURANTS, LTD. are anticipated to be \$10,000.00. The amount of capital contributions to date of the limited partners is \$0.

SWORN AND SUBSCRIBED as of the 17 day of October, 2000.

U.S. LEADER DRIVE-IN CORP.,
a Florida corporation, General Partner

By: 
James A. Hartman, President

Sworn and subscribed to before me by **James A. Hartman**,
as President of U.S. Leader Drive-In Corp. on behalf of said
corporation this 17 day of October, 2000. He is
personally known to me and did not take an oath.


Print Name: Michelle B. Wolff
Notary Public State of Florida
Commission # CC 66 4233
Commission expiration: 8-7-2001

SEAL:

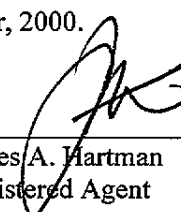
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, James A. Hartman, accepts his designation as Registered Agent for INTERNATIONAL DRIVE RESTAURANTS, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 17 day of October, 2000.

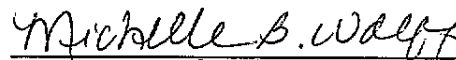


James A. Hartman
Registered Agent

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

BEFORE ME, the undersigned authority, personally appeared James A. Hartman, known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of October, 2000.


Print Name: Michelle B. Wolff
Notary Public State of Florida
Commission # CC664233
Commission expiration: 8-7-2001

SEAL:

NOTARY PUBLIC - STATE OF FLORIDA
MICHELLE B. WOLFF
COMMISSION # CC664233
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