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REPLY TO: MIAMI OFFICE

**ZACK
KOSNITZKY**
PROFESSIONAL ASSOCIATION

WILDMAN PROFESSIONAL CAMPUS
190 ARVON PARKWAY
SUITE 200
BOSTON, FLORIDA 33326

TELEPHONE (954) 659-8699
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July 30, 2001

VIA FEDERAL EXPRESS

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

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-07/31/01--01037--006
***1837.50 ***1837.50

**Re: Cafeteria Of South Beach, Ltd.
Limited Partnership Filings and Limited Liability Limited Partnership
Qualification**

To Whom It May Concern,

Please find enclosed the following to establish a Florida limited partnership named
Cafeteria of South Beach, Ltd.:

1. Certificate of Limited Partnership;
2. Affidavit of Capital Contributions; and
3. Acceptance of Registered Agent.

We are requesting a certified copy of the filing for a Limited Partnership. The check representing the applicable fees for such filings is attached and this check also reflects our request for a certified copy.

Also enclosed is the Statement of Qualification for Florida Limited Liability Limited Partnership. We are requesting a certified copy of the filing for the Qualification as Limited Liability Limited Partnership and the check enclosed represents the amount owed for the filing and for such certified copy.

If you have any questions, please feel free to give me a call.

Sincerely,



L. Ryan Pinder

Enclosures

A01-1050
QC

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CAFETERIA OF SOUTH BEACH, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of CAFETERIA OF SOUTH BEACH, LTD., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. The name of the Partnership is CAFETERIA OF SOUTH BEACH, LTD.

2. The address of the office of the Partnership is:

560 Lincoln Road
Miami Beach, FL 33139

3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

4. The name and business address of the General Partner is as follows:

CAFETERIA OF SOUTH BEACH, LLC
560 Lincoln Road
Miami Beach, FL 33139

LOI-10521

5. The mailing address of the Partnership is:

560 Lincoln Road
Miami Beach, FL 33139

6. The Partnership term will be indefinite.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

FILED
01 JUL 31 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has duly executed this Certificate of Limited Partnership of CAFETERIA OF SOUTH BEACH, LTD. this 25th day of July, 2001.

GENERAL PARTNER:

By: CAFETERIA OF SOUTH BEACH, LLC

By: 

Susan Leonard, Manager

FILED

01 JUL 31 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of CAFETERIA OF SOUTH BEACH, LTD., a Florida limited partnership, herein referred to as the "Partnership," certifies as follows:

1. The amount of capital contributions to date of the Limited Partners is as follows:

\$ 510,000⁰⁰

2. The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals:

\$2,548,000

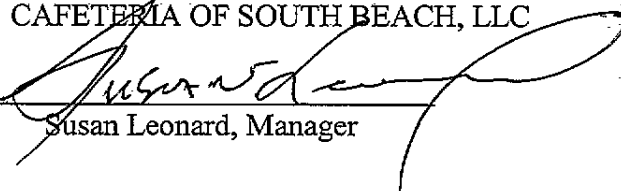
3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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 belief.

GENERAL PARTNER:

By: CAFETERIA OF SOUTH BEACH, LLC

By: 
Susan Leonard, Manager

Dated: July 25, 2001

FILED
01 JUL 31 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for CAFETERIA OF SOUTH BEACH, LTD., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By: Keith Blum
Keith Blum, Vice-President

FILED

01 JUL 31 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA