

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : LAWRENCE B. JURAN, P.A.
Account Number : I200000000008
Phone : (561) 630-5055
Fax Number : (561) 630-9660

FLORIDA LIMITED PARTNERSHIP**STADIUM GRILL INVESTORS, LTD.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$1,785.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
STADIUM GRILL INVESTORS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of STADIUM GRILL INVESTORS, LTD., a Florida limited partnership (the "General Partner"), desires to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 1986 as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is STADIUM GRILL INVESTORS, LTD. (the "Partnership").

2. The address of the office of the Partnership is 3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410.

3. The name and address of the agent for service of process of the Partnership is REGSERV CORP., a Florida corporation, 3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410.

4. The name and business address of the General Partner is STADIUM GRILL, LLC, a Florida limited liability company, 3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410. *Lol-15130*

5. The mailing address of the Partnership is 3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2051, unless the Partners agree to extend the term.

7. The Partnership shall be effective upon the filing of this Certificate of Limited Partnership (the "Certificate") with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act of 1986, as amended.

Under penalties of perjury the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 17 day of September, 2001.

GENERAL PARTNER:

STADIUM GRILL, LLC,
a Florida limited liability company

By: 

Bruce A. Rendina, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of STADIUM GRILL INVESTORS, LTD., a Florida Limited Partnership (the "Partnership"), certifies as follows:

The amount of capital contributions to date made by the Limited Partners to the Partnership is \$0.00.

The total amount of capital contributed and anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$ 300,000.00

Signed this 17 day of September, 2001.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

STADIUM GRILL, LLC,
a Florida limited liability company

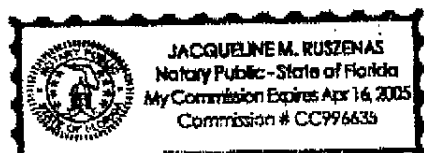
By: Bruce A. Rendina
Bruce A. Rendina, Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Bruce A. Rendina, in his capacity as a Member of STADIUM GRILL, LLC, the General Partner of STADIUM GRILL INVESTORS, LTD., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 17 day of September, 2001.

[SEAL]



P:\clients\Rendina, Bruce\STADIUM GRILL INVESTORS, LTD. Cap Contrib.wpd

Jacqueline M. Ruszenas
Notary Public
State of Florida, at Large

Typed or Printed Name of Notary

01 SEP 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

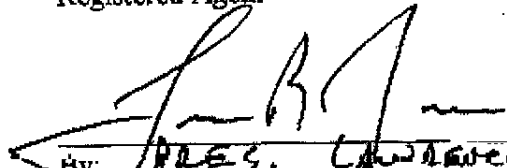
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for STADIUM GRILL INVESTORS, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

REGSERV CORP., a Florida corporation,
Registered Agent

By: 
Tis. LAWRENCE B. JURAN

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