

Division of Corporations

HO2000000090**Florida Department of State**

Division of Corporations

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Account Name : ABRAMS ANTON, PA
Account Number : I19990000182
Phone : (954) 921-5500
Fax Number : (954) 925-7013

FLORIDA LIMITED PARTNERSHIP**G & T OF SOUTH FLORIDA, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$437.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 22, 2002

ABRAMS ANTON PA

SUBJECT: G & T OF SOUTH FLORIDA LTD.
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

G & T OF SOUTH FLORIDA LTD.,

a Florida Limited PartnershipFILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 22

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is G & T OF SOUTH FLORIDA LTD.
2. The principal address and the mailing address of the office of the partnership is 2144 Johnson Street, Hollywood, Florida 33020.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are T & G OF SOUTH FLORIDA LLC, 2144 Johnson Street, Hollywood, Florida 33020.
5. The latest date upon which the partnership shall dissolve is December 31, 2052.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

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7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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 by the General Partner(s) of G & T OF SOUTH FLORIDA LTD. this 18 day of January, 2002.

Witnesses:

GENERAL PARTNER(S):

T & G OF SOUTH FLORIDA LLC

By: [Signature]
CELESTINO CHAVIANO, Manager

By: [Signature]
GUSTAVO MARRERO, JR., Manager

Having been named as registered agent for G & T OF SOUTH FLORIDA LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of

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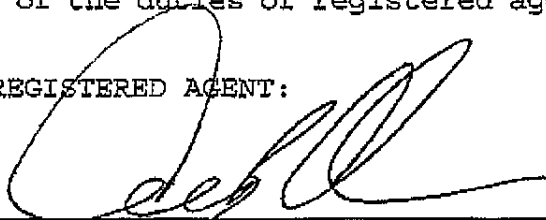
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the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



ALAN B. COHN

1/18/02

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared CELESTINO CHAVIANO, Manager, and GUSTAVO MARRERO, JR., Manager, on behalf of T & G OF SOUTH FLORIDA LLC, the General Partner(s) of G & T OF SOUTH FLORIDA LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$50,000.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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(s):

T & G OF SOUTH FLORIDA LLC

By: 
CELESTINO CHAVIANO, Manager

By: 
GUSTAVO MARRERO, JR., Manager

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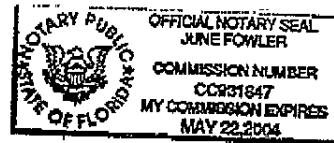
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The foregoing Affidavit was subscribed and acknowledged before me by CELESTINO CHAVIANO, Manager, on behalf of T & G OF SOUTH FLORIDA LLC, who is personally known to me or who has produced _____ as identification, and GUSTAVO MARRERO, JR., Manager, on behalf of T & G OF SOUTH FLORIDA LLC, who is personally known to me or who has produced _____ as identification, on this 18 day of January, 2002.

June Fowler
Notary Public, State of Florida

My Commission Expires:



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