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From: RUDEN MCCLOSKEY

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To:

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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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FLORIDA LIMITED PARTNERSHIP

Max Resaurant Group PGA, Ltd.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,846.25

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04 FEB 27 PM 2:01
SECRET OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 FEB 27 AM 11:20
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAX RESTAURANT GROUP PGA, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Florida Department of State this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Max Restaurant Group PGA, Ltd. (the "Partnership").
2. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") are, Dennis Max, 428 Plaza Real, Suite 224, Boca Raton, Florida 33432.
3. The address of the office in the State of Florida at which the records of the Partnership required to be maintained by Section 620.105 of the Act will be kept is 428 Plaza Real, Suite 224, Boca Raton, Florida 33432.
4. The name and business address of the General Partner of the Partnership are FJ3-Max, Inc., 428 Plaza Real, Suite 224, Boca Raton, Florida 33432.
5. A mailing address for the Partnership is 428 Plaza Real, Suite 224, Boca Raton, Florida 33432.
6. The latest date upon which the Partnership is to dissolve is thirty (30) years following the filing of this Certificate of Limited Partnership, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Max Restaurant Group PGA, Ltd., this 27th day of February, 2004, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

FJ3-MAX, INC.

By: 
Dennis Max, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Max Restaurant Group PGA, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

DATED: February 27, 2004.



Dennis Max

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MAX RESTAURANT GROUP PGA, LTD.**

The undersigned, being the General Partner of Max Restaurant Group PGA, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$750,030. No additional capital contributions are anticipated to be made by the limited partners.


It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

FJ3-MAX, INC.

By: 
Dennis Max, President

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