

Document Number Only

A 21937

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 3:12

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

500002669455-9
-10/22/98-01001-012
*****52.50 *****52.50

U.S. RESTAURANT PROPERTIES OPERATING L.P.

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 4:01

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
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- Marks
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Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

TO
JEFFREY D. BUTTERFIELD

10/21

Fk Grand

LP-52.50

BK

10/28/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 3:42

October 22, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: U.S. RESTAURANT PROPERTIES OPERATING LIMITED
PARTNERSHIP
Ref. Number: A21937

We have received your document for U.S. RESTAURANT PROPERTIES OPERATING LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$52.50 payment.

Before this AMENDMENT can be filed, USRP MANAGING, INC. will have to be reinstated in Florida.

ALSO, the AMENDMENT must specify a STREET ADDRESS for USRP MANAGING, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 998A00052209

FILE THIRD

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

U.S. Restaurant Properties Operating L.P.
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application.

The registration application is amended as follows:

*The general partner is amended to change from
QSV Properties Inc. to USRP Managing, Inc.*

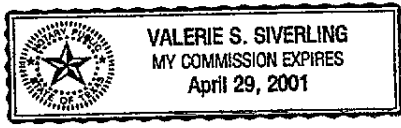
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DIVISION OF CORPORATIONS
98 OCT 28 PM 3:42

[Signature]
(Signature of a General Partner)
Vice President, Fred Margolin
(Typed or printed name of General Partner signing above)

STATE OF TEXAS
COUNTY OF DALLAS

On this 20th day of October, 1998, Fred H. Margolin
personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of



Valerie A. Siverling
(Notary Public Signature)
Valerie S. Siverling
(Notary's Printed Name)

Seal

My Commission Expires: 4/29/01
TOTAL P. 03