

A95000000148

1/24/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:24 PM

((H95000000947)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL.

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 764-6660

FAX: (305) 764-4996

((H95000000947)))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: UNIQUE COFFEE SHOP, LTD.

FAX AUDIT NUMBER: H95000000947

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 13:34:16

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$140.00

ACCOUNT NUMBER: 076077000521

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000947)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-2 FOR HELP° VT102 ° FDX ° 9600 E71 ° LOG CLOSED ° PRT OFF ° 9600

Jan 25

~~1095-1685~~

TC
\$100.00

No R 94-5912

A95-148

500/609 / 717
1067?

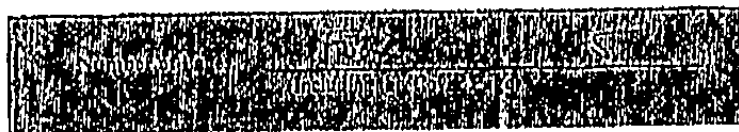
780

20 JAN 23 33

FACSIMILE COVER SHEET

RUDEN, BARNETT, McCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
200 East Broward Boulevard
Post Office Box 1900
Fort Lauderdale, Florida 33302
Fax No. (305) 764-4996

DATE: January 27, 1995
FROM: Anne Marie La Ferla
FILE NO: CI0000-15
DIRECT DIAL NO.: 305-527-6221



If there are any problems or complications, please notify us immediately at (305) 764-6660

TO: Nanette Causseaux
COMPANY: Florida Department of State
FAX NO.: 904-487-6012

COMMENTS: Re: UNIQUE COFFEE SHOP, LTD. - W95000001685 and MAX'S BEACH GRILL, LTD. - W95000001688. Attached please find the release from Greenberg Traurig addressed to your offices authorizing the release of the above names to our firm for filing. As we discussed, it is appreciated that the filing date for the above partnerships will be dated as of January 25, 1995. If you should need any further information, please do not hesitate to contact me as soon as possible. Thank you for your cooperation in this matter.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL. INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (IF LONG DISTANCE, PLEASE CALL COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

GREENBERG TRAUNIG

Leonard J. Adler
Bernardo A. Alvarez
Gust L. Alvarez
Teresa Alvarez
Daniel M. Amador
David C. Ambrose
Charles M. Anderson
David T. Ando
Fred W. Angen
Kent L. Aron
Milton Aron
Y. Deen Belgum
Norman J. Barford
Lisa J. Baran
Ode B. Bergman
Paul Berenstein
Bridget Barry
Mark E. Bickson
Lorenda Jon Bixby
Mark B. Bixby
Reginald L. Blattman, Jr.
Howard Bergman
Diane D. Bruggel
Francis R. Bruggen, Jr.
Ben Bruns
Bernardo Bruns
Joseph A. Carballa
Hans Wagner Carr

David R. Chase
Stephen J. Chermige
Art Chermige
Tom M. Child
Frank Condero
C. David Couch
Albert A. del Castillo
Alan T. Diamond
Felix I. Donato
Linda A. Dougherty
Gandara M. Duff
William D. Eck
Kenneth Edelstein
Arthur J. England, Jr.
Gary M. Epstein
Henry H. (Husky) Fox
Jeffrey R. Fried
Robert F. Friedman
Robert C. Gang
Richard C. Garrau
Brian K. Gatt
David J. Givara
Jeffrey Gilbert
Lawrence L. Gilman
Howard H. Gilman-Klotz
Michael J. Gluck
Lawrence Gudinsky
Joel K. Goldman

Barry E. Goldman
Joseph G. Goldstein
Steven B. Goodman
Matthew B. Gordon
Manna Greenburg
Moleto N. Greenberg
Robert L. Grossman
Barbara A. Hall
Patricia A. Harper
Paul F. Harlin, Jr.
Steven M. Hoffman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kathleen G. Hoffman
Larry J. Hoffman
Kenneth A. Hocky
Gerald J. Houlahan
Andrew Hulse
John B. Hulton
Kath A. James
Martin Kelly
Steven M. Kalman
David R. Kaula
Holly W. Kimmel
Steven J. Kravitz
J. D. Duane Kucstowicz
Ronald L. LaRue
Alison A. Lundy

Steven B. Leppard
Henry H. Leach
Michele M. Leberman
James H. S. Levine
Mae H. Levin
Oscar Levin
Michael M. Levine
Kenneth H. Lipoff
Charles B. Lippman
John P. Lippman
Bruce E. Macdonough
Robert P. Mahone
Arthur J. Malofsky
Samuel D. Malloy
Jose Marmorek-Berenguer
Eustace J. Martin
Maharaj Martineau
Pedro J. Martinez
Joel B. Mayer
John J. Mayot, Jr.
Robert R. McDermott
John T. Meigler
James J. McHale
Murray R. Olchak
Barbara H. Orland
Heddie M. Orshuk
Alison Ortega
A. Leonard Pardo

Norman J. Pardo
Rosa Pardo-Morales
Michael G. Park
Marshall H. Parnbaum
Byron M. Parnoy
Stephen S. Polak
Ruben R. Pope
Albert H. Quindel
Victor Pardo Quiroga
C. Ryan Riano
Mark J. Rubenstein
Lisa Rubin
Barry Scott Richard
Douglas J. Rillman
A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Alan H. Rubinak
Marjorie B. Rosen
Richard A. Rosenbaum
Ronald M. Rosenbaum
David L. Rose
Guy A. Roth
Elliot H. Rubenstein
Mark R. Rubenstein
Gilbert A. Rubenstein
Randy J. Shaw
Paul A. Shelnitz

David J. Shinn
Matthew A. Shinn
Shirley H. Shinn
Laura P. Shinn
Charles K. Shinn, Jr.
Joel H. Shinn
Tracy R. Shinn
Robert H. Shinn
David J. Shinn
Kathleen Shinn
Jeffrey Shinn
David E. Shinn
Theodore G. Shinn
Howard W. Shinn
Joseph A. Shinn
Joseph H. Shinn
Linda H. Shinn
John A. Shinn

Wayne Shinn of Counsel
Arnold J. Shinn of Counsel
Patricia L. Shinn of Counsel
Alan Shinn of Counsel
Paul L. Shinn of Counsel
Craig L. Shinn of Counsel
Mark M. Shinn of Counsel
Linda H. Shinn of Counsel

Direct Line 305 768-8338

January 27, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Unique Coffee Shop, Inc.
Max's Beach Grill, Ltd.

Dear Sir or Madam:

Please be advised that our firm, using the services of Corporation Information Services, Inc., reserved the following names on the following dates:

Unique Coffee Shop, Inc.
Max's Beach Grill, Ltd.

December 14, 1994
December 16, 1994

A copy of the name reservation confirmations issued by the Department of State are enclosed for your reference.

GREENBERG TRAUNIG

GREENBERG TRAUNIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
110 MARTELAS OLAS BOULEVARD, FORT LAUDERDALE, FLORIDA 33301 305-768-0500 FAX 305-768-1177
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON D.C.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 14, 1994

CORPORATION INFORMATION SERVICES

The name UNIQUE COFFEE SHOP, INC. has been reserved for 120 days beginning December 14, 1994. The reservation number is F04000005912 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (804) 488-9000, the Name Availability Section

Judy Eire

Letter number: 394A00053095

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 16, 1994

CORPORATION INFORMATION SERVICES, INC.

The name MAX'S BEACH GRILL, LTD. has been reserved for 120 days beginning December 16, 1994. The reservation number is R94000005949 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Euse

Letter number: 784A00053416

H95000000947

CERTIFICATE OF LIMITED PARTNERSHIP
OF
UNIQUE COFFEE SHOP, 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 Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Unique Coffee Shop, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Dennis Max, 490 East Palmetto Park Road, Suite 110, Boca Raton, Florida, 33432.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Unique Coffee Shop, Inc.

BUSINESS ADDRESS

490 East Palmetto Park Road,
Suite 110
Boca Raton, Florida 33432

P95-6642

Prepared by:

Michael H. Krul, Esq., FL Bar #0196934
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FTL:28502:1

H95000000947

U95000000947

5. A mailing address for the Partnership is as follows:

Unique Coffee Shop, Inc.
490 East Palmetto Park Road
Suite 110
Boca Raton, Florida 33432

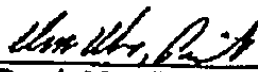
6. The latest date upon which the Partnership is to dissolve is December 31, 2025, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 24th day of January, 1995.

GENERAL PARTNER:

UNIQUE COFFEE SHOP, INC.

By: 
Dennis Max, President

FTL:28502:1
B95000000947

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

H95000000947

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 Unique Coffee Shop, 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.

DATED this 27th day of January, 1995.


Dennis Max

FTL:28502:1

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

H95000000947

H95000000947

AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
UNIQUE COFFEE SHOP, LTD.

The undersigned, constituting the sole General Partner of Unique Coffee Shop, 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 \$100. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary 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.

UNIQUE COFFEE SHOP, INC.,
a General Partner

By: *Dennis Max*
Dennis Max, President

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden Barnett, Et al., P. O. Box 1900,
Fort Lauderdale, Florida 33301
(208) 764-6660

FTL:28502:1

H95000000947

