

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

000-142-0006

CSC networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 550500 00723A

AUTHORIZATION :

COST LIMIT : 9 PRD

ORDER DATE : March 1, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 550500

CUSTOMER NO: 00723A

CUSTOMER: Peter Gruber, Esq
PETER G. GRUBER, PA

One Dattran Center
9100 S. Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: COUSINS RESTAURANT ASSOCIATES
LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

SECRET
SECTION 1
55 MAR - 1 11:11:42
20000142176.2
-03/01/95--01055--010
***1765.00 ***1765.00

SECTION 1
55 MAR - 1 11:11:42
20000142176.2
-03/01/95--01055--010
***1765.00 ***1765.00

3/1/95
B/R

**CERTIFICATE OF LIMITED PARTNERSHIP OF
COUSINS RESTAURANT ASSOCIATES LTD.**

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the state of Florida, certifies as follows:

1. The Name of Limited Partnership. The name of the Limited Partnership is COUSINS RESTAURANT ASSOCIATES LTD.
2. Office or Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statute §620.106 is 2025 Brickell Avenue, #1501, Miami, Florida 33129.
3. Agent for Service of Process. The name and address of the partnership's agent for service of process in Florida is Peter G. Gruber, P.A., 9100 South Dadeland Boulevard, One Datan Center, Suite 910, Miami, Florida 33156.
P.G. GRUBER P.A.
4. Name and Address of the General Partner. The name and address of the General Partner of the Limited Partnership is as follows: Cousins Management Corp., 2025 Brickell Avenue, #1501, Miami, Florida 33129.
5. Address of Partnership. The address of the Partnership is 2025 Brickell Avenue, #1501, Miami, Florida 33129. The mailing address shall be the same.
6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is December 31, 2045.

Dated this 3rd day of February, 1995, at Miami, Dade County, Florida.

COUSINS MANAGEMENT CORP.

By: _____

Henry Leace, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
COUSINS RESTAURANT ASSOCIATED LTD.**

The undersigned, who in the General Partnership of Cousins Restaurant Association Ltd., declare that the capital contributions of all of the limited partnership in the partnership are as follows:

1. The limited Partnership made capital contributions in the following amounts:

<u>NAME OF LIMITED PARTNER</u>	<u>CONTRIBUTION</u>
Henry Leace	\$ 500.00
David Blumenfeld	\$ 250.00
Eric Blumenfeld	\$ 250.00
Lee Perdock	\$ 175,000.00
Andrew Gross	\$ 175,000.00
Cousins Management Corp.	\$ 10.00

The anticipated future limited partner contributions shall be \$0.

Dated this 3rd day of February, 1995, at Miami, Dade County, Florida.

COUSINS MANAGEMENT CORP.

By: [Signature]
Henry Leace, President

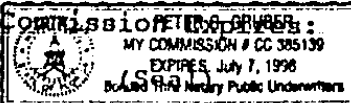
STATE OF FLORIDA)
COUNTY OF DADE) ss

The foregoing instrument was acknowledged before me this 3rd day of February, 1995, by Henry Leace, President of Cousins Management Corp., who personally appeared before me at the time of notarization and is personally known to me or who has produced _____, as identification and who did/did not take an oath.

[Signature]
Notary Public, State of Florida

Peter G. Gruber

Print Name

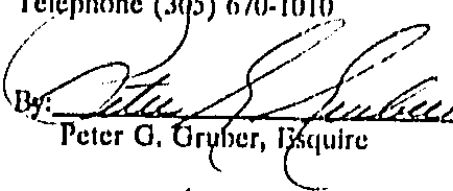
My Commission Expires: July 7, 1998


COUSINS.AFF 02/01/95

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for COUSINS RESTAURANT ASSOCIATES LTD., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

PETER G. GRUBER, P.A.
9100 South Dadeland Boulevard
Suite 910, One Datan Center
Miami, Florida 33156
Telephone (305) 670-1010

By: 

Peter G. Gruber, Esquire

Dated: 2/27/95

COUSINS.REG

FILED
STATE
SECRETARY
OF
RECORDS
DIVISION - 1
FEB 27 1995

FILE ON OR BEFORE APRIL 5, 1990 TO AVOID
REVOCATION AND \$500 PENALTY FEE

A9500000294

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 AM 9:09

1. Name of Entity Being Registered

1a. DOCUMENT #
A95000000294

COUSINS RESTAURANT ASSOCIATES LTD.

Mailing Address

**2025 BRICKELL AVE. #1501
MIAMI FL 33129**

Principal Office Address

**2025 BRICKELL AVE. #1501
MIAMI FL 33129**

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

State, Apt. #, etc. **11400 NW 7 Street**
City, State & Zip **Plantation Acres, FL
33325**

2a. New Principal Office Address, if Applicable **33325**

State, Apt. #, etc. **11400 NW 7 Street**

City, State & Zip **Plantation Acres, FL
33325**

3. Date of Report or Report should be filed (Business day)
FLORIDA 03/01/1995

3a. Date of Last Report

03/01/95

4. State or Country of Formation

FL

5a. Capital Contributions as shown on the report

\$351,010.00

5b. Amount of Capital Contributions in FLORIDA to date

30,365.00

6. Filings

☒ Applied For

☐ Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

☐ Not Applicable
☐ Certificate of Status

8. FEES: 1) Filing Fee (Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a maximum filing fee of \$52.50 and a maximum of \$437.50)
2) Supplemental Fee \$138.75 (per amount to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NOTED BY THE STATE OF FLORIDA. IF THE AMOUNT DUE IS NOTED BY THE STATE OF FLORIDA, THE AMOUNT DUE SHALL BE NOTED BY THE STATE OF FLORIDA. IF THE AMOUNT DUE IS NOTED BY THE STATE OF FLORIDA, THE AMOUNT DUE SHALL BE NOTED BY THE STATE OF FLORIDA.
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MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

**PETER G. GRUBER, P.A.
9100 SOUTH DADELAND BLVD.
C/O DATRAN CENTER, SUITE 910
MIAMI FL 33158**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Accepted) **700001 9096112**

State, Apt. #, etc.

**07/31/96--01057--005
+++1076-25 ---+++1076-25**

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1091 and 620.1092, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by all general partner(s). I hereby accept the appointment of registered agent for the limited partnership and accept the obligations of section 620.1092, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

COUSINS MANAGEMENT CORP.

11a. Address of Each General Partner
(Use P.O. Box Post Office in Post Office)

**2025 BRICKELL AVE., #
11400 NW 7 Street**

11b. City, State & Zip Code

**MIAMI FL 33129
Plantation Acres,
Florida 33325**

11c. Registered/
Document Number

95000002021

REINSTATEMENT

**96
CR 7-30**

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied above is true and correct and does not qualify for the exemption stated in Section 119.07(3)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(a) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this document is true and accurate and that this is a general partner of the limited partnership. I further certify that I am a General Partner of the limited partnership, receiver or trustee of the partnership as provided in the certificate of formation filed with the Department of State.

SIGNATURE

DATE

6-4-96

Typed or Printed Name of General Partner Signing Form **Henry Leace**

Telephone Number

889-0675