Corporation Information
Services, Inc.
1201 Hays Street
Tallahassee, FL 32301
904 222 9171
904 222-0191 fax

800-342-8086

A95000000294

csc networks

Mail To:
P.O. Box 5028
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 550500 00723A

AUTHORIZATION :

COST LIMIT : $ PPD

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 Datran 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:

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

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: BL

3/1/95

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 Datran Center, Suite 910, Miami, Florida 33156.

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

COUSINS CER 02/02/95

AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF COUSINS RESTAURANT ASSOCIATES LTD.

The undersigned, who is the General Partnership of Cousins Restaurant Associates Ltd., declares 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:

NAME OF LIMITED PARTNER	CONTRIBUTION
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: _____
Henry Leace, President

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

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.

_____
Notary Public, State of Florida

Peter G. Gruber
Print Name

My Commission Expires:

PETER G. GRUBER
MY COMMISSION # CC 385139
EXPIRES July 7, 1998
Bonded Thru Notary Public Underwriters

COUSINS.AFF 02/01/95

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for **COUSINS RESTAURANT ASSOCITES 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 Datran Center
Miami, Florida 33156
Telephone (305) 670-1010

By: _____
Peter G. Gruber, Esquire

Dated: 2/27/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -1 AM 11:42

COUSINS.REG

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID REVOCATION AND $500 PENALTY FEE

A95000000294

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 30 AM 9:09

1996

1. Name

1a. DOCUMENT #
A95000000294

COUSINS RESTAURANT ASSOCIATES LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address If Applicable

Suite, Apt #, etc. 11400 NW 7 Street

City, State & Zip Plantation Acres, Fl 33325

Mailing Address
2025 BRICKELL AVE., #1501
MIAMI FL 33129

Principal Office Address
2025 BRICKELL AVE., #1501
MIAMI FL 33129

2a. New Principal Office Address If Applicable

Suite, Apt #, etc. 11400 NW 7 Street

City, State & Zip Plantation Acres, Fl 33325

3. Date Formed or Reg. FLORIDA	3a. Date of Last Report	4. State or Country of Formation
03/01/1995	03/01/95	FL

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number		
$351,010.00	30,365.00		X Applied For	Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2) Supplemental Fee: $138.75 (pursuant to section 607.193 F.S.)
THE AMOUNT DUE SHALL BE NOT LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
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.
ONE DATRAN CENTER, SUITE 910
MIAMI FL 33156

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable) 200001909617
07/31/96--01057--005
***1076.25 ***1076.25

Suite, Apt. #, etc.

City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, 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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
COUSINS MANAGEMENT CORP.	2025 BRICKELL AVE., # 11400 NW 7 Street	MIAMI FL 33129 Plantation Acres, Florida 33325	P95000002021

REINSTATEMENT 96

CR 7-30

CR2E003 (11/95)

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE DATE 6-4-96

Typed or Printed Name of General Partner Signing Form Henry Leace Telephone Number 889-0675

0001906