

Charter Number Only

1/16/96 **A9600000201**

Requestor's Name
Steven Garellick, P.H.
Address
7000W. Palmetto Park Rd. #400
BOCA RATON, FL 33433
City State ZIP Phone

407-391-3344

INFORMATION ONLY

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SECRETARY OF CORPORATIONS
96 JAN 28 PM 2:49
96 JAN 29 PM 2:49
DIVISION OF CORPORATIONS
SECRETARY OF STATE
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CORPORATION(S) NAME

EMERALD COAST, L.P.

RECEIVED
96 JAN 17 AM 10:58
DIVISION OF CORPORATIONS

100001704871
-02/02/96--01024--00
***1800.00 ***1800.00

REQUIRE Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name	B/K
Availability	
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Examiner	
Updater	
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Acknowledgment	
W.P. Verifier	

1/24/96 **CERTIFIED COPY**
G. TAX _____
FILING _____ 17.50.00
P. AGENT FEE _____ 3.00.00
C. COPY _____ 52.50
TOTAL _____ 183.00
N. BANK _____
BALANCE DUE _____
DEFINITION _____

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*****37.50 *****37.50

**CERTIFICATE OF LIMITED PARTNERSHIP
EMERALD COAST RESTAURANTS LTD.**

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made and entered into as of the 25th day of January, 1996, for the purpose of forming a limited partnership known as EMERALD COAST RESTAURANTS LTD. (the "Partnership") pursuant to the provisions of Florida Uniform Limited Partnership Act, (the "Code").

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NOW, THEREFORE, the undersigned General Partner does hereby certify as follows:

1. The name of the Partnership is EMERALD COAST RESTAURANTS LTD.
2. The Partnership records required to be maintained pursuant to the Code, are kept at 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.
This is also the partnership's mailing address.
3. The Partnership's registered agent as required pursuant to the Code is Steven Garellek, whose office is situated in Palm Beach County at 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433 and who is a resident of the State of Florida.
4. The name and address of the General Partner of the Partnership is as follows:

EMERALD COAST RESTAURANT, INC.
4519 North Pine Island Road
Sunrise, FL 33351
P95000065410
5. The latest date upon which the Partnership is to be dissolved and its affairs wound up shall be January 1, 2036.

Attest:

By: 

Name: David Williams

Title: President of the General Partner

(SEAL)

AFFIDAVIT

COUNTY OF PALM BEACH
STATE OF FLORIDA

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Before me the undersigned authority, personally appeared David Williams, President of Emerald Coast Restaurant, Inc. an Florida Corporation who being first duly sworn, on oath deposes and states:

1. The affiant is the general partner in the limited partnership known as Emerald Coast Restaurants Ltd.
2. The amount of capital contributions to date of the limited partners is \$100,000. The total amount contributed at this time and anticipated to be contributed by the limited partners totals \$500,000.
3. Affiant further states that he is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to him, the full facts of this Affidavit and understands its contents.

Dated this 25th day of January, 1996

Emerald Coast Restaurant, Inc., a Florida Corporation

by: *David Williams*
David Williams, President

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 25th day of January, 1996, by David Williams who is personally known to me or produced SK as identification.

Steven Garellek
Notary Public State of Florida

(seal)

My Commission Expires:



STEVEN GARELLEK
My Commission DC308832
Expires Aug. 08, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for EMERALD COAST RESTAURANTS LTD. at the place designated in the Certificate of Limited Partnership, 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.

DATE: January 25, 1996


Steven Garellek

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