

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 1349, Tallahassee, FL 32301
 TEL: (904) 224-8870
 FAX: (904) 224-8870

A96000000222

_____ of _____ No 52280

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

mk 1/31/96

G. TAX	577.50
FILING	35.00
R. AGENT FEE	
G. COPY	612.50
TOTAL	
N. BANK	
BALANCE DUE	
REFUND	

WALK-IN

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<i>12:00</i>		CK No. _____
BY			

WALK-IN Will Pick Up *1/5 12:00*

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s) <i>photo</i>		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

000001705800
 -02/05/96-01015-001
 ***612.50 ***612.50

RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN 31 PM 12:43

RECEIVED
 96 JAN -5 AM 11:25
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

324 HYDE PARK AVENUE
SUITE 375
TAMPA, FLORIDA 33608

(813) 253-2992
FAX (813) 253-2284

January 2, 1996

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

Greetings:

Please file the enclosed Certificate of Limited Partnership of TAQUERIA QUETZALCOATL I, LTD.

Also enclosed are a copy of the Certificate, an Affidavit of Capital Contributions, an Acceptance of Appointment as Registered Agent and a check in the amount of \$612.50. The check represents payment of the following fees:

Filing Fee	\$ 577.50
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 612.50</u>

Please send the date-stamped copy of the Certificate to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,

Andrew L. Graham

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 PM 12:43

CERTIFICATE OF LIMITED PARTNERSHIP
OF

TAQUERIA QUETZALCOATL I, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 PM 12:43

1. The name of the limited partnership is Taqueria Quetzalcoatl I, Ltd.
2. The address of the office of the limited partnership is 811 South Howard Avenue, Tampa, Florida 33609.
3. The name and address of the limited partnership's agent for service of process is Nancy J. Cass, Attorney at Law, 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606.
4. The name and address of the limited partnership's sole general partner is AGRI Restaurant Management, Inc., 811 South Howard Avenue, Tampa, Florida 33609.
5. The mailing address of the limited partnership is 811 South Howard Avenue, Tampa, Florida 33609.
6. The latest date upon which the limited partnership is to dissolve is June 30, 2015.

Executed this 30 day of January, 1996.

By:

Nancy J. Cass
Nancy J. Cass, as Attorney in Fact
AGRI Restaurant Management, Inc.
General Partner

PA6000006599

TAQUERIA QUETZALCOATL I, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

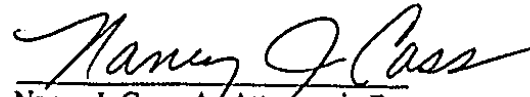
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 PM 12:43

The undersigned, the sole partner of TAQUERIA QUETZALCOATL I, LTD., hereby certifies that the following statements are true and correct.

1. The amount of the capital contributions of the limited partners to date is \$82,500.
2. The total amount contributed and anticipated to be contributed by the limited partners is \$82,500.

Executed this 30 day of January, 1996.

By:



Nancy J. Cass, As Attorney in Fact
AGRI Restaurant Management, Inc.
General Partner

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED STATES
SECRETARY OF CORPORATIONS
95 JAN 31 PM 12:43

The undersigned hereby accepts his designation as registered agent of the limited partnership set forth below and acknowledges that he is familiar with and understands the obligations of this position.

1. The name of the limited partnership is TAQUERIA QUETZALCOATL I, LTD.
2. The name and address of the registered agent is:

Nancy J. Cass, Attorney at Law
324 Hyde Park Avenue, Suite 375
Tampa, Florida 33606

Nancy J. Cass
Nancy J. Cass

Date: January 30, 1996