

A96000000332

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32301
(904) 222-2666

Address _____
City/State/Zip _____ Phone # Alinda

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GARCIA Family Partnership
(Corporation Name) (Document #) 100001719351
-02/20/96--01092--002
****140.00 ****140.00
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2/16/96 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX _____
 FILING 87.50
 R. AGENT FEE _____
 C. STATE 52.50
 TOTAL _____
 N. DUE _____
 BALANCE DUE _____
 REFUND _____

FILED
 96 FEB 16 PM 3:35

196 FEB 16 11 9 10
 Division of Corporations

229900

W96000003301

A96000000332

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GARCIA FAMILY PARTNERSHIP, LTD.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited Partnership, hereby state the following:

1. The name of the Partnership is GARCIA FAMILY PARTNERSHIP, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of investing in various security instruments related to entities in the United States of America and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, and hold various securities, including but not limited to stocks, bonds, and limited partnership interests. The Partnership shall also have the power to pledge, lien and encumber the securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.
3. The location and mailing address of the principal place of business of the Partnership is 601 North New York Avenue, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by consent of the General Partner and Limited Partner or pursuant to the terms and conditions of the Limited Partnership Agreement.

5. The name, place of business, units and percentage of shares of the sole General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
Atlantic Coast Management, Inc. 601 North New York Avenue Winter Park, FL 32789	1	1.0%

6. The name, place of business, number of units and percentage share of the Limited Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
M. A. Garcia III 601 South New York Avenue Winter Park, FL 32789	99	99%

7. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

8. The Limited Partner shall be required to make an initial total capital contribution of securities or cash in the total amount of \$990.00.

9. The Limited Partner shall be required to make additional capital contributions upon call by the General Partner.

10. The Limited Partner shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

11. The share of the profits or other compensation by way of income which the Limited Partner shall receive by reason of its capital contributions is a total of ninety-nine percent (99%) in accordance with Paragraph 6 above.

12. The Limited Partner has the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the other Limited Partner, if any, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of the Limited Partner, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making this amendment.

13. The General Partner has the right, with the consent of the Limited Partner, to admit additional Limited Partners.

14. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partner elects to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

15. No right is given to the Limited Partner to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed pursuant to the terms of the Partnership Agreement Partnership property distributed in kind.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of February, 1996, effective upon filing with the Florida Secretary of State.

"General Partner"

ATLANTIC COAST MANAGEMENT, INC.
a Florida corporation, as General Partner

By: [Signature]
M. A. Garcia III, President

"Limited Partner"

[Signature]
M. A. GARCIA III

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10 day of February, 1996, by M. A. Garcia III, as President of Atlantic Coast Management, Inc., a Florida corporation, on behalf of the corporation.

☒ Personally known to me.
☐ Produced identification:
Type: N/A

JANET H. De GUEHERY
Notary Public, State of Florida
My comm. expires Aug. 11, 1998
No. CC 400048

Janet H. de Guahery
Notary Public, State of Florida
Printed name: Janet H. de Guahery
Commission No.: CC 400048
My Commission Expires: 8/11/98

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10 day of February, 1996, by M. A. Garcia III.

☒ Personally known to me.
☐ Produced identification:
Type: N/A

Janet H. de Guahery
Notary Public, State of Florida
Printed name: Janet H. de Guahery
Commission No.: CC 400048
My Commission Expires: 8/11/98

JANET H. De GUEHERY
Notary Public, State of Florida
My comm. expires Aug. 11, 1998
No. CC 400048

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF GARCIA FAMILY PARTNERSHIP, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that Garcia Family Partnership, Ltd., with its place of business at 601 North New York Avenue, Winter Park, Florida 32789, has named its General Partner, Atlantic Coast Management, Inc., 601 North New York Avenue, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

GARCIA FAMILY PARTNERSHIP, LTD.
a Florida limited Partnership

By: 

General Partner

Date: Feb. 10, 1996

96

FEB 16

PM 3:35

FILED

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

ATLANTIC COAST MANAGEMENT, INC.,
a Florida corporation

By: 

M. A. Garcia III, President

Date: Feb 10, 1996

**AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF GARCIA FAMILY PARTNERSHIP, LTD.**

**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared M. A. Garcia III, President of Atlantic Coast Management, Inc., the General Partner of Garcia Family Partnership, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the General Partner to Garcia Family Partnership, Ltd. is as follows:

<u>General Partner</u>	<u>Amount</u>
Atlantic Coast Management, Inc.	\$10.00

2. That the anticipated total capital contribution by the Limited Partner to Garcia Family Partnership, Ltd. is as follows:

<u>Limited Partner</u>	<u>Amount</u>
M. A. Garcia III	\$990.00

FURTHER AFFIANT SAYETH NAUGHT.

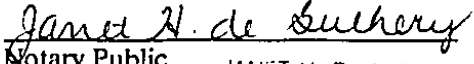

M. A. GARCIA III

Sworn to and subscribed before me
on this 10, day of February, 1996
by M. A. Garcia III.

☒ Personally known to me.

☐ Produced identification:

Type: N/A


Notary Public
(SEAL)
JANET H. D. GINERY
Notary Public, State of Florida
My comm. expires Aug. 11, 1998
No. CC 400048

**CORPORATE
ACCESS
INC.**

111 E. Thompsonville Road, Mount Vernon, New York 10550-12303

P.O. Box 7000 (212) 575-7000 (904) 222-2600 or (800) 729-1666 Fax (904) 222-1666

WORK IN

PICK UP

7/16/96 1:00 PM

CERTIFIED COPY

CUS

☒ PHOTO COPY

☒ FILING

Amend.

1.) GARCIA Family Partnership, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

G. TAX _____
FILING 52.50

6.) _____
(CORPORATE NAME & DOCUMENT #)

R. AGENT FEE _____
C. COPY _____
TOTAL 52.50

7.) _____
(CORPORATE NAME & DOCUMENT #)

N. BANK _____
BALANCE DUE _____
REFUND _____

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

300001900819
-07/22/96--01084--011
*****52.50 *****52.50

10.) _____
(CORPORATE NAME & DOCUMENT #)

PK 7/16/96

SPECIAL INSTRUCTIONS

**FIRST AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GARCIA FAMILY PARTNERSHIP, LTD.**

95 JUL 15 PM 9:55
 SECRET
 OFFICE OF THE ATTORNEY GENERAL
 FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, hereby amends the Certificate of Limited Partnership of Garcia Family Partnership, Ltd., which Certificate was originally filed on February 16, 1996, Document No. A96000000332.

The Certificate of Limited Partnership is amended to restate all general and limited partners of the Partnership as follows:

1. The amended name, place of business, units and percentage of shares of the sole General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
Atlantic Coast Restaurants, Inc. 601 North New York Avenue Winter Park, FL 32789	1	1.0%

2. The amended names, addresses, number of units and percentage share of the Limited Partners is:

	<u>Units</u>	<u>Percentage Owned</u>
M. A. Garcia III 941 Tuscahill Trail Winter Springs, FL 32708	29	29%
Geraldine F. Garcia 941 Tuscahill Trail Winter Springs, FL 32708	30	30%
Manny John Garcia 4677 Summerview Street, #3104 Orlando, FL 32835	20	20%
Gina Marie Garcia 1951 Temple Drive Winter Park, FL 32789	20	20%

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of April, 1996, effective upon filing with the Florida Secretary of State.

"General Partner"

ATLANTIC COAST RESTAURANTS, INC.,
a Florida corporation, as General Partner

By: 

M. A. Garcia III, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 AM 9:52

"Limited Partners"



M. A. GARCIA III


GERALDINE F. GARCIA



MANNY JOHN GARCIA



GINA MARIE GARCIA

SECRET
DIVISION
96 JUL 16 1952
General



ROBERT M. SALTSMAN
 NY COMMISSIONER OF CORRECTIONS
 170 100 St. January 12, 1963
 Dated This 12th Day Public Underwriters

 **ROBERT P. SALTSMAN**
MY COMMISSION J CO 355183
Expires: January 19, 1968
Granted This Temporary Public Underwriters

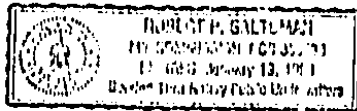
 **ROBERT P. SALTSMAN**
177 COMMISSION J CG 355183
EXPIRE: January 19, 1960
Bonded Three Yearly Public Underwriters

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 1996,
by Manny John Garcia.

- ☒ Personally known to me.
☐ Produced identification:

Type: _____



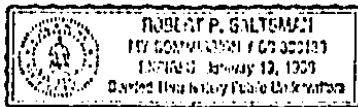
Robert Saltzman
Notary Public, State of Florida
Printed name: Robert Saltzman
Commission No.: CC 336183
My Commission Expires: 1/13/98

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 1996,
by Gina Marie Garcia.

- ☒ Personally known to me.
☐ Produced identification:

Type: _____



Robert Saltzman
Notary Public, State of Florida
Printed name: Robert Saltzman
Commission No.: CC 336183
My Commission Expires: 1/13/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 AM 9:52