

A96000000401
ALSTON & BIRD

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777 Telex: 54-2996

Jan R. Ezeli
Corporate Legal Assistant

Direct Dial (404) 881-7442

January 11, 1996

BY FEDERAL EXPRESS

Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Limited Partnership of 2375 S. University, Ltd.
Certificate of Limited Partnership of 505 North Congress, Ltd.

Ladies and Gentlemen:

600001688546
-01/12/96--01084--003
****210.00 ****210.00

Enclosed for filing are two Certificates of Limited Partnership. Also enclosed are checks totaling \$420 in payment of the filing fees. Please date stamp the enclosed copies of the certificates and return them to me.

Thank you very much for your assistance with these filings. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,

Jan R. Ezeli
Jan R. Ezeli
Corporate Legal Assistant

~~W960000001212~~
JRE:jre
Enclosure
cc: Mr. James Kapenstein
AD933220.025

56 FEB 29 PM 1:50
TALLAHASSEE, FL
FEB 29 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 17, 1996

JAN R. EZELL, CLA
ALSTON & BIRD
1201 WEST PEACHTREE ST.
ATLANTA, GA 30309-3424

SUBJECT: 2375 S. UNIVERSITY, LTD.
Ref. Number: W96000001212

We have received your document for 2375 S. UNIVERSITY, LTD. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 396A00002040

ALSTON & BIRD

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1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777 Telex: 54-2996

Jan R. Ezell
Corporate Legal Assistant

Direct Dial (404) 881-7442

February 28, 1996

BY FEDERAL EXPRESS

Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Ms. Ava Watson
Corporate Specialist

Re: 2260 University Limited (W96000000918)
505 North Congress, Ltd. (W96000001218)
2375 S. University, Ltd. (W96000001212)

Dear Ms. Watson:

Pursuant to the enclosed correspondence and conversations we have had with your supervisor, Brenda, enclosed for filing are: (i) three (3) original certificates of limited partnership for each of the above referenced entities; (ii) three (3) original accompanying affidavits for each respective limited partnerships; and (iii) three (3) original acceptance of registered agent designations for each respective limited partnership.

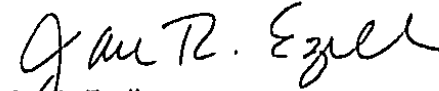
Also enclosed for filing is an Application for Registration of Fictitious Name (and \$50 filing fee) on behalf of the general partner of these limited partnerships, Gold Coast Restaurant Group ("Gold Coast"). Brenda has informed us that we can file the Fictitious Name Application for Gold Coast in lieu of filing a qualification to transact business application for Gold Coast in the State of Florida.

Please note that I have also enclosed copies of the above documents for date stamping by your office. Please return the stamped copies to me in the enclosed self addressed Federal Express envelope.

Florida Department of State
February 28, 1996
Page 2

Thank you very much for your assistance with these filings. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,



Jan R. Ezell
Corporate Legal Assistant

JRE:jrc
Enclosures
cc: Mr. William H. Avery
Mr. James M. Kapenstein
AD933220.025

CERTIFICATE OF LIMITED PARTNERSHIP
OF

2375 S. UNIVERSITY, LTD.

A96000000401

2375 S. University, Ltd., a Limited Partnership, formed pursuant to the Florida Act and other applicable laws of the State of Florida, hereby certifies the following:

FIRST: The name of the Limited Partnership is 2375 S. University, Ltd.

SECOND: The registered agent for service of process at the registered office of the Limited Partnership is John J. Underwood. The registered office of the Limited Partnership is located at 2911 Northwest Banyon Boulevard, Boca Raton, Florida and the principal office of the Limited Partnership is located at 2375 S. University _____, ^{Dave}Hollywood, Florida 33244.

THIRD: The General Partner of the Limited Partnership is Gold Coast Restaurant Group, a general partnership with its principal office located at 8215 Roswell Road, Building 200, Atlanta, Georgia 30350.

FOURTH: The latest date upon which the Limited Partnership shall be dissolved is December 31, 2024.

We declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate of Limited Partnership are true and correct.

GOLD COAST RESTAURANT GROUP

ATTEST:

BY: JJU, Inc., a General Partner

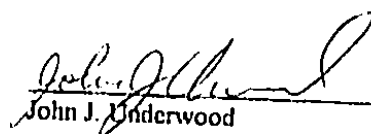
Secretary

By: John J. Underwood

Title: President

Dated: 6-28-85

Having been named as registered agent and to accept service of process for the limited partnership 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John J. Underwood

66 FEB 29 PM 1:50
FBI - MEMPHIS

**AFFIDAVIT AS TO LIMITED PARTNER'S
CAPITAL CONTRIBUTION TO LIMITED PARTNERSHIP
OF
2375 S. UNIVERSITY LIMITED**

STATE OF FLORIDA)

COUNTY OF Broward)

RECEIVED
STATE
SECRETARY
FEB 23 1996
TALLAHASSEE, FLORIDA

On this day personally appeared before me, an officer duly authorized to administer oaths, John J. Underwood, who being first duly sworn by me states as follows:

1.

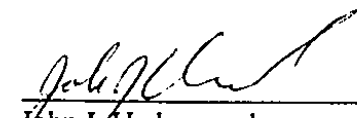
2375 S. University Limited is a Limited Partnership formed pursuant to Florida's Uniform Limited Partnerships Act (FLA. STAT. §620.108 (1995)). Gold Coast Restaurant Group, a general partnership formed under the laws of the State of Georgia, is the sole General Partner of the Limited Partnership. JJU, Inc., a corporation organized under the laws of the State of Florida, is a General Partner of Gold Coast Restaurant Group. I am the President and Secretary of JJU, Inc.

2.

The sole limited partner of the Limited Partnership contributed Twenty-Five Thousand Dollars (\$25,000) in cash as a capital contribution to the Limited Partnership. There is no additional amount of capital contribution required of the limited partner to the Limited Partnership.

AFFIANT SAYS NOTHING FURTHER

Sworn to and Subscribed before me this 5 day of January, 1996



John J. Underwood

STATE OF FLORIDA
COUNTY OF Broward

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared John J. Underwood to me known to be the person described in and who sworn to and subscribed before me and executed the foregoing Affidavit, and he acknowledged before me that he sworn to and subscribed before me and executed the same for the purposes therein expressed, with full power and authority to do so.

WITNESS my hand and official seal in the County and State last aforesaid, this 1st day of Jan, 1996.

[Signature]
NOTARY PUBLIC

Notary Public, Fulton, County, Georgia
My Commission Expires December 28, 1997

My Commission Expires:

66 FEB 29 PM 1:50
1996