

# A96000000402

JAN R. OZELL, CLA  
 Requestor's Name  
 1201 West Peachtree St.  
 Address  
 Atlanta, GA 30309-3924  
 City/State/Zip Phone #

Office Use Only

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

1. 505 North Congress, LTD.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

26 FEB 29 PM 1:19  
 RECEIVED  
 STATE OF GEORGIA  
 SECRETARY OF STATE

- Walk in       Pick up time \_\_\_\_\_       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                                 |

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

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

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| Examiner's Initials |  |
|---------------------|--|



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 17, 1996

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

SUBJECT: 505 NORTH CONGRESS, LTD.  
Ref. Number: W96000001218

We have received your document for 505 NORTH CONGRESS, 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: 096A00002047

# 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. 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.

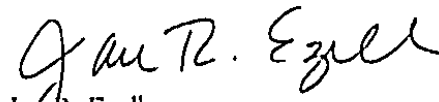
Also enclosed for filing is an Application for Registration of Fictitious Name (and \$50 filing fee) on behalf of the general partner of these limited partnerships, Gold Coast Restaurant Group ("Gold Coast"). Brenda has informed us that we can file the Fictitious Name Application for Gold Coast in lieu 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:jre  
Enclosures  
cc: Mr. William H. Avery  
Mr. James M. Kapenstein  
AD933220.025

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
505 NORTH CONGRESS, LTD.**

A96000000402

505 North Congress, Ltd., a Limited Partnership, formed pursuant to the Florida Act and other applicable laws of the State of Florida, hereby certifies the following:

REC-111  
FEB 23 PM 1:59  
FBI

**FIRST:** The name of the Limited Partnership is 505 North Congress, 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 505 North Congress Avenue, Boynton Beach, Florida 33426.

**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.

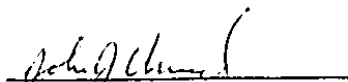
**FOURTH:** The latest date upon which the Limited Partnership shall be dissolved is December 31, 2024.

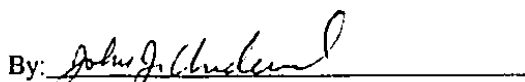
We declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Certificate of Limited Partnership are true and correct.

**GOLD COAST RESTAURANT GROUP**

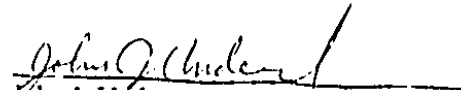
**ATTEST:**

BY: JJU, Inc., a General Partner

  
Secretary

By:   
Title: President  
Dated: 7-19-95

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

RECEIVED  
56 FEB 29 PM 1:59

AFFIDAVIT AS TO LIMITED PARTNER'S  
CAPITAL CONTRIBUTION TO LIMITED PARTNERSHIP  
OF  
505 NORTH CONGRESS, LTD.

FILED  
95 FEB 29 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
  )  
COUNTY OF Broward        )

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.

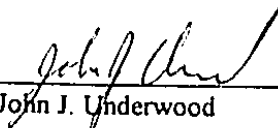
505 North Congress, Ltd. is a Limited Partnership formed pursuant to Florida's Uniform Limited Partnerships Act (FLA. STAT. §620.108 (1995)). Gold Coast Restaurant Group, a general partnership formed under the laws of the State of Georgia, is the sole General Partner of the Limited Partnership. JJU, 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 Alachua

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 2 day of Jan, 1996.

[Signature]  
NOTARY PUBLIC

Notary Public, Fulton, County, Georgia  
My Commission Expires December 23, 1997

My Commission Expires:

55 FEB 29 PM 1:59  
700