

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-1911

800-342-8086



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ORDER NO. : 00000000000000000000

REFERENCE : 00000000000000000000

ORDER DATE : 00000000000000000000

CUSTOMER NO. : 00000000000000000000

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03/19/96--01155--0005
***1837.50 ***1837.50

ORDER TYPE : 00000000000000000000

ORDER TYPE : 10:07 AM FILE SECOND!!!

ORDER NO. : 00000000000000000000

CUSTOMER NO. : 00000000000000000000

CUSTOMER : 00000000000000000000
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CUSTOMER : 00000000000000000000

DUPPLICATE : 00000000000000000000

ORDER : 00000000000000000000 Group/Orlando, LTD.

ORDER NO. : 00000000000000000000

ORDER NO. : 00000000000000000000

ORDER NO. : 00000000000000000000

PLEASE RETURN THE FOLLOWING BY PHONE OR FAX

23. CERTIFIED COPY
24. UNCERTIFIED COPY

G. TAX _____
FILING _____ 1757.00
R. AGENT FEE _____ 25.00
C. COPY _____ 52.50
TOTAL _____ 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

13K
3/11/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 11 PM 1:10

CERTIFICATE OF LIMITED PARTNERSHIP
COLUMBIA RESTAURANTS GROUP/ORLANDO, LTD.

In accordance with Florida Statute Section 620.108, this Certificate of Limited Partnership shall be filed with the Department of State of Florida, setting forth the following:

1. Name. The name of this limited Partnership shall be "Columbia Restaurants GROUP/ORLANDO, LTD.

2. Registered Agent and Address. The office and the name of the agent for service of process required to be maintained is as follows:

Richard Gonzmart
2025 East 7th Avenue
Tampa, Florida 33605

3. General Partner. The name and business address of the general partner is:

Columbia Restaurants Group, Inc.
2025 East 7th Avenue
Tampa, Florida 33605

4. Mailing Address. The mailing address of the limited partnership is:

2025 East 7th Avenue
Tampa, Florida 33605

5. Termination Date. The latest date upon which the limited partnership is to dissolve is December 31, 2046.

COLUMBIA RESTAURANTS GROUP, INC.

By: [Signature]
Richard Gonzmart, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st of March, 1996, by Richard Gonzmart, as President of Columbia Restaurants Group, Inc., who is personally known to me or who has produced [Signature] as identification.

Print Name [Signature]

"NOTARY PUBLIC"

My Commission Expires:



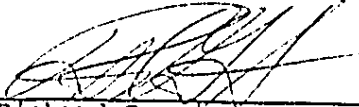
DEBORAH L. BAKER
My Commission CC298225
Expires Jun. 20, 1997
Bonded by ANB
800-852-5874

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 1:10

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated limited partnership, at the place designated in its Certificate of Limited Partnership, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 620.192(2), Florida Statutes.

Signature


Richard Gonzmart
Registered Agent

Date

3-8-96

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DIVISION OF CORPORATIONS
96 MAR 11 PM 1:10

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

AFFIDAVIT OF GENERAL PARTNER

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared Richard Gonzmart, as President of Columbia Restaurants Group, Inc. to me to be the general partner of Columbia Restaurants Group/Orlando Ltd., a Florida limited partnership, who, before me first duly sworn, declares as follows:

1. The amount of capital initially contributed to the Partnership by the limited partners is \$1,980.00.

2. The limited partners are presently anticipated to contribute additional funds to the Partnership in an amount not to exceed \$5,000,000.00.

COLUMBIA RESTAURANTS GROUP, INC.

By: [Signature]
Richard Gonzmart, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 11 PM 1:10

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 of March, 1996, by Richard Gonzmart, as President of Columbia Restaurants GROUP, Inc., who is personally known to me or who has produced NIA as identification.

[Signature]
Print Name [Signature]

"NOTARY PUBLIC"

My Commission Expires:



DEBORAH L. BAKER
My Commission CC298225
Expires Jun. 20, 1997
Bonded by ANB
800-852-5876