

A960000743

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

April 15, 1996

FILED
APR 15 AM 9:37
TALLAHASSEE, FLORIDA
Direct Dial (404) 881-7442

BY FEDERAL EXPRESS

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

800001782498
-04/16/96--01106--003
***210.00 ***210.00

Re: 13701 S. Tamiami Trail Limited Partnership

Ladies and Gentlemen:

Enclosed for filing is a Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed is a check in the amount of \$210 in payment of the filing fee. Please date stamp the enclosed copy of the certificate and return it to me in the enclosed FedEx envelope.

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

Sincerely yours,

Jan R. Ezell
Jan R. Ezell
Corporate Legal Assistant

JRE:mw
Enclosure
cc: Mr. James M. Kapenstein
AD933220.025

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
13701 S. TAMiami TRAIL LIMITED PARTNERSHIP**

The undersigned General Partner of 13701 S. Tamiami Trail Limited Partnership, a Limited Partnership, formed pursuant to Florida's Uniform Limited Partnerships Act (FLA. STAT. §620.108 (1995)), hereby certifies the following:

FIRST: The name of the Limited Partnership is 13701 S. Tamiami Trail Limited Partnership.

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 Banyan Boulevard Circle, Boca Raton, Florida 33431.

THIRD: The sole 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 mailing address for the Limited Partnership is 13701 S. Tamiami Trail, Ft. Myers, Florida. 33912

FIFTH: 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.

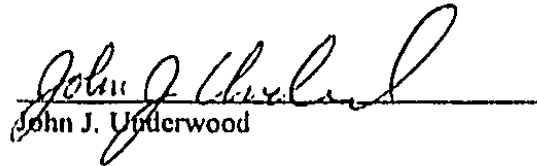
GOLD COAST RESTAURANT GROUP, the sole
General Partner of the Limited Partnership
BY: JJU, Inc., a General Partner

By: 

Title: President JJU Inc

Dated: 04-11-96

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

FILED
95 APR 19 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT AS TO LIMITED PARTNER'S
CAPITAL CONTRIBUTION TO LIMITED PARTNERSHIP
OF
13701 S. TAMiami TRAIL LIMITED PARTNERSHIP**

FILED
92 OCT 18 AM 9:37
TALLAHASSEE FL 32304

STATE OF FLORIDA)
)
COUNTY OF Dade)

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.

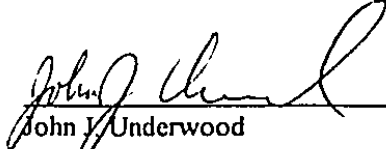
13701 S. Tamiami Trail Limited Partnership is a Limited Partnership formed pursuant to Florida's Uniform Limited Partnerships Act (FLA. STAT. §620.108 (1995)). Gold Coast Restaurant Group, a general partnership formed under the laws of the State of Georgia, is the sole General Partner of the Limited 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 12th day of April, 1996.



John J. Underwood

STATE OF FLORIDA
COUNTY OF DADE

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 21 day of
April, 1996


NOTARY PUBLIC



MARY E. GREENE-CARRILES
My Commission 00963742
Commission Expires
Bonded by AND
800-852-6878

FILED
APR 18 AM 9:37
DADE COUNTY, FLORIDA