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ALSTON & BIRD

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Atlanta, Georgia 30309-3424

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Jan R. Ezell  
Corporate Legal Assistant

FILED  
96 MAY 23 PM 2 45  
SEC. OF STATE  
TALLAHASSEE, FLA.

Direct Dial (404) 881-7442

May 22, 1996

BY UPS OVERNIGHT

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

300001837713  
-05/23/96--01104--004  
\*\*\*210.00 \*\*\*210.00

Re: 15135 N. Kendall Drive Limited Partnership

Ladies and Gentlemen:

Enclosed for filing is a Certificate of Limited Partnership of 15135 N. Kendall Drive 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 document and return it to me in the enclosed self-addressed stamped 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

Name	AD933220.025
Address	
City	KVVM
State	
Zip	
Phone	
Fax	
E-mail	
Comments	KVVM

5-23

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
15135 N. KENDALL DRIVE LIMITED PARTNERSHIP**

FILED  
06 MAY 23 PM 2 45

CLERK OF COURT  
JULIA A. BROWN

The undersigned General Partner of 15135 N. Kendall Drive 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 15135 N. Kendall Drive 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 - ~~6766 09000~~ 46 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 15135 N. Kendall Drive, Miami, Florida 33196. The principal office address is the same as the mailing address.

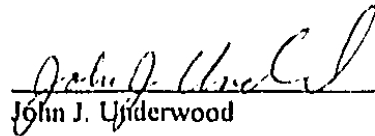
**FIFTH:** The latest date upon which the Limited Partnership shall be dissolved is December 31, 2024.

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: *John J. Underwood*  
Title: President JJU, Inc.  
Dated: 4-21-96

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

AFFIDAVIT AS TO LIMITED PARTNER'S  
CAPITAL CONTRIBUTION TO LIMITED PARTNERSHIP  
OF  
15135 N. KENDALL DRIVE LIMITED PARTNERSHIP

STATE OF FLORIDA                     )  
  )  
COUNTY OF Polk Beach            )

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.

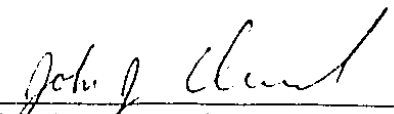
15135 N. Kendall Drive Limited Partnership is a Limited Partnership formed pursuant to Florida's Uniform Limited Partnerships Act (FLA STAT. §620.108 (1995)) Gold Coast Restaurant Group, a general partnership formed under the laws of the State of Georgia, is the sole General Partner of the Limited Partnership. 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

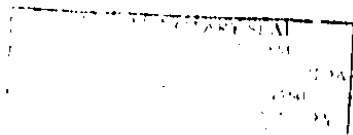
Sworn to and Subscribed before me this 22 day of April, 1996.

  
\_\_\_\_\_  
John J. Underwood

STATE OF FLORIDA  
COUNTY OF Polk

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  
22 day of April, 1996



Maureen W. Abraham,  
NOTARY PUBLIC

7-11-96  
My Commission Expires:

FL Dr Lic.  
US 26470512660